

### **AMENDMENT**

Subject matter to be added is in bold and underlined.

Subject matter to be deleted is in bold and strikethrough.

#### **In the Claims:**

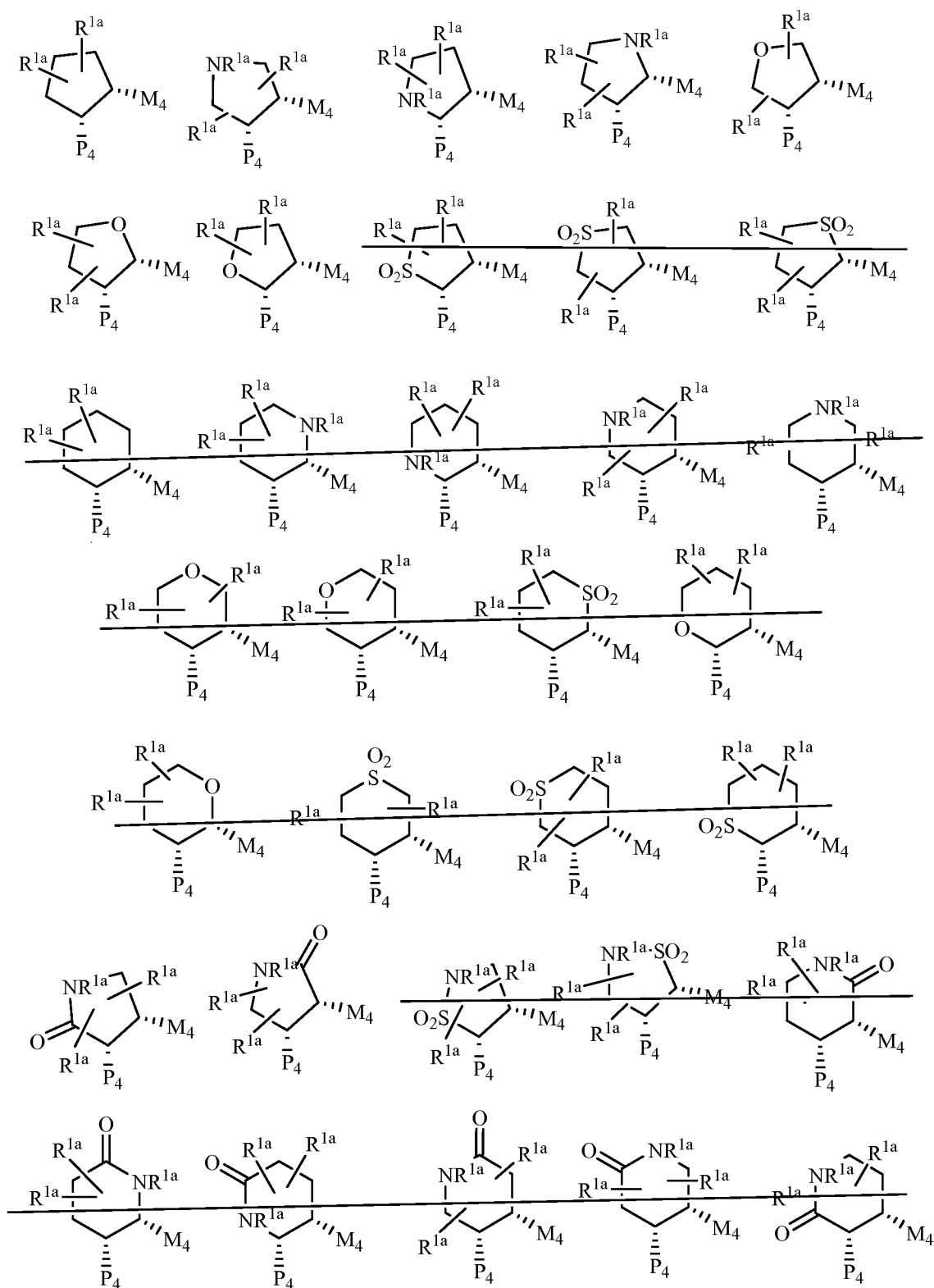
Please enter rewritten claims 1-9 and new claims 15-22 as follows.

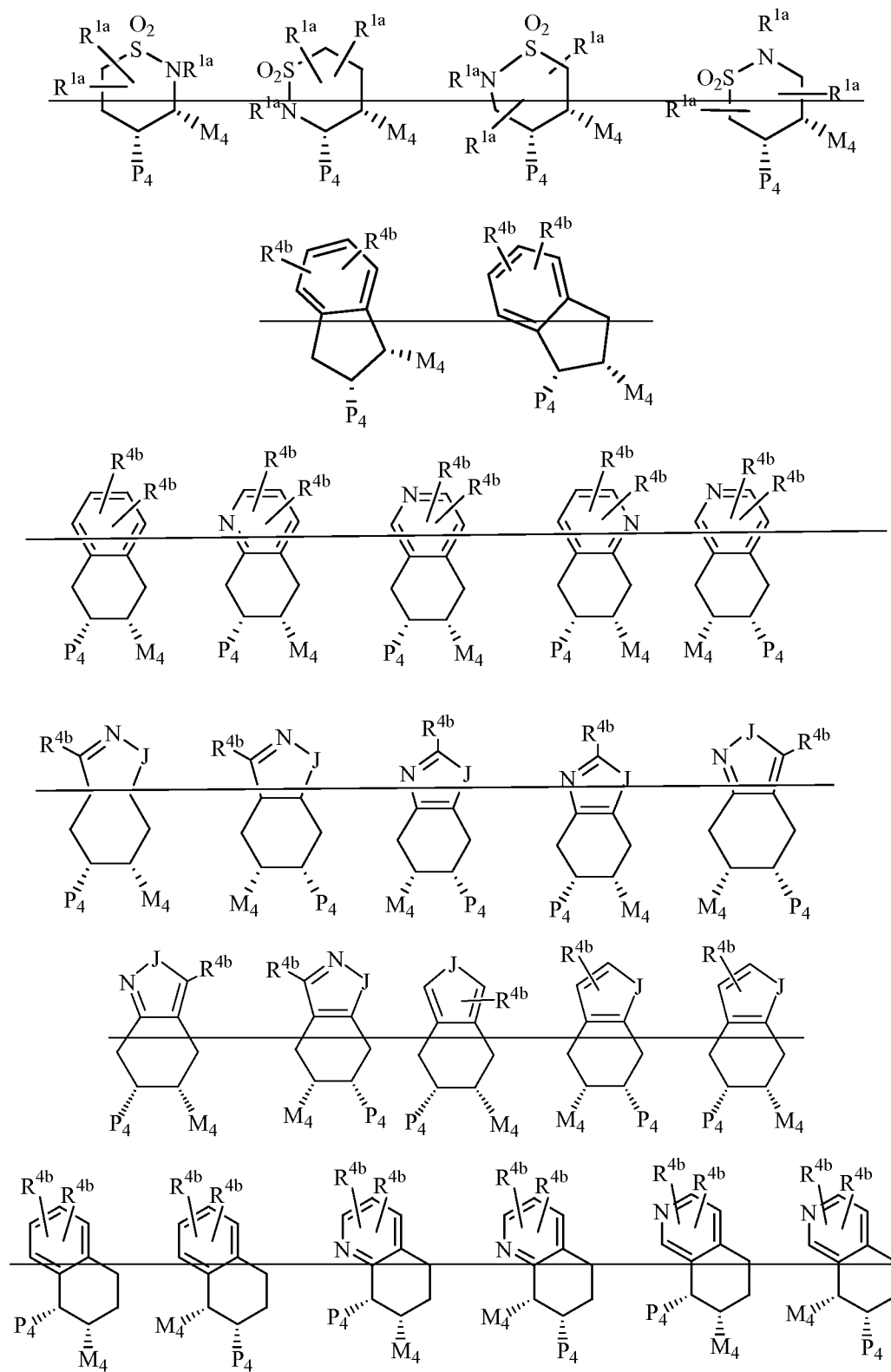
Please cancel claim 14 and withdraw claims 11-13 without prejudice or disclaimer to presentation in a later application.

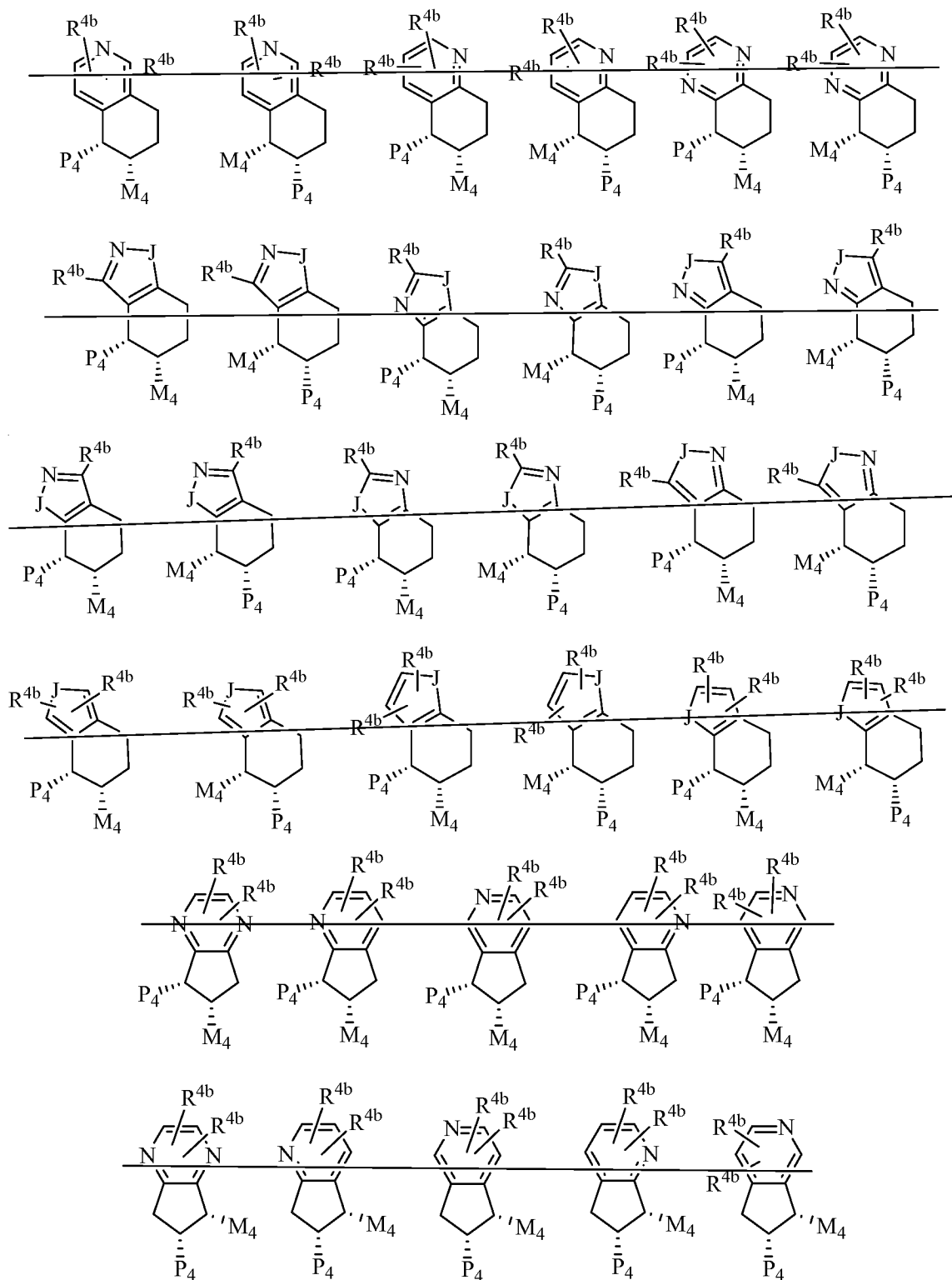
This listing of claims will replace all prior versions and listings of claims in the application.

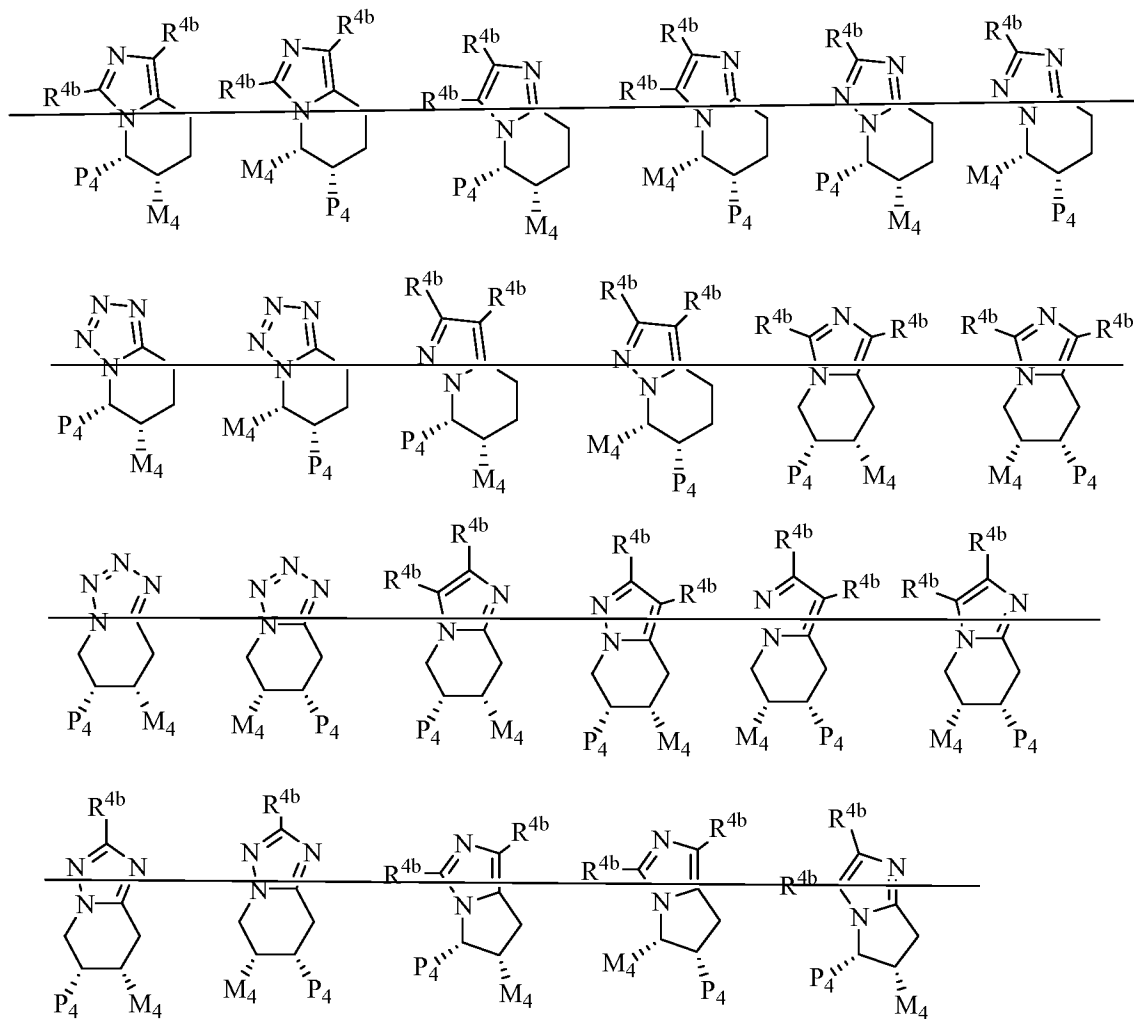
#### **Listing of Claims:**

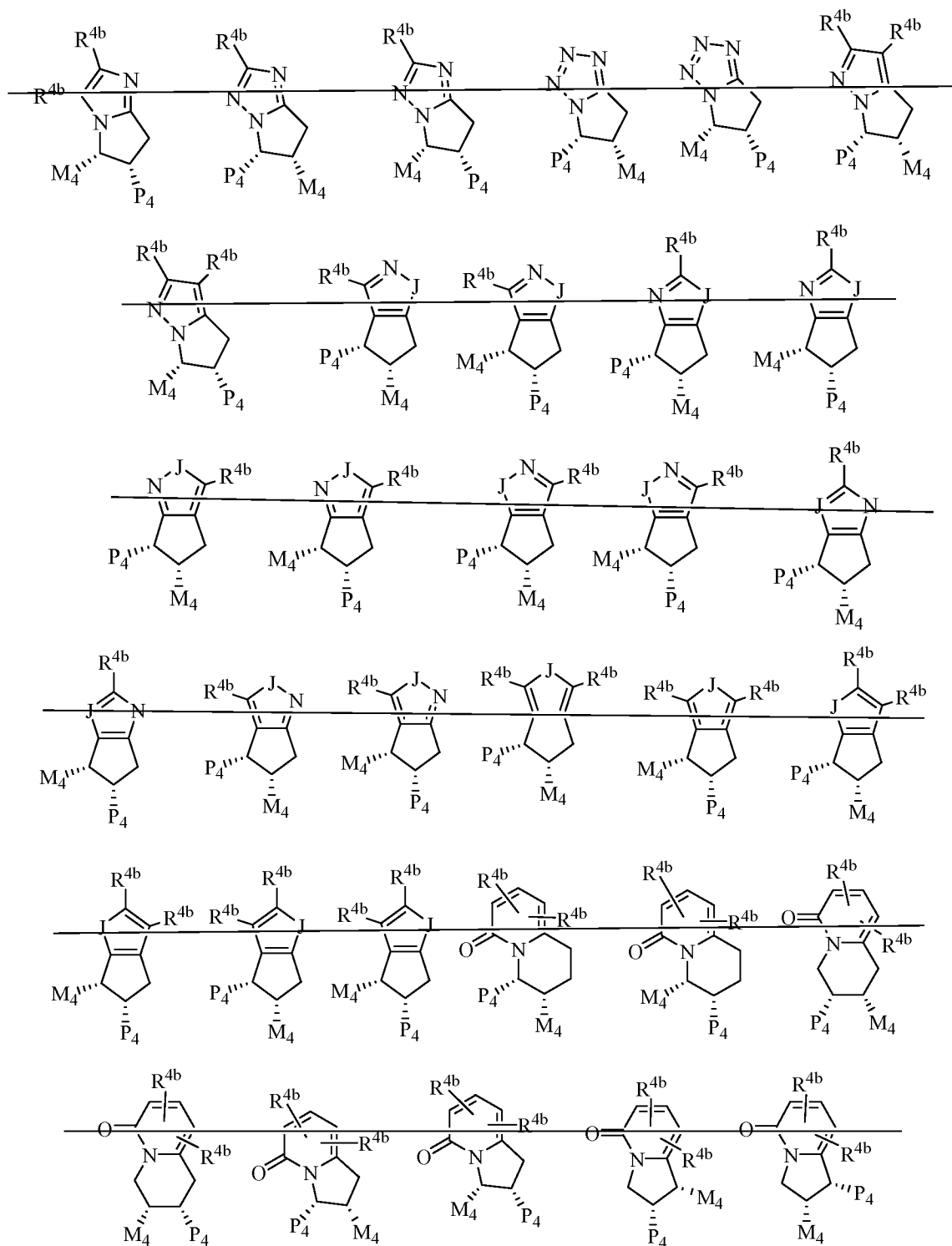
1. (Currently Amended) A compound selected from:

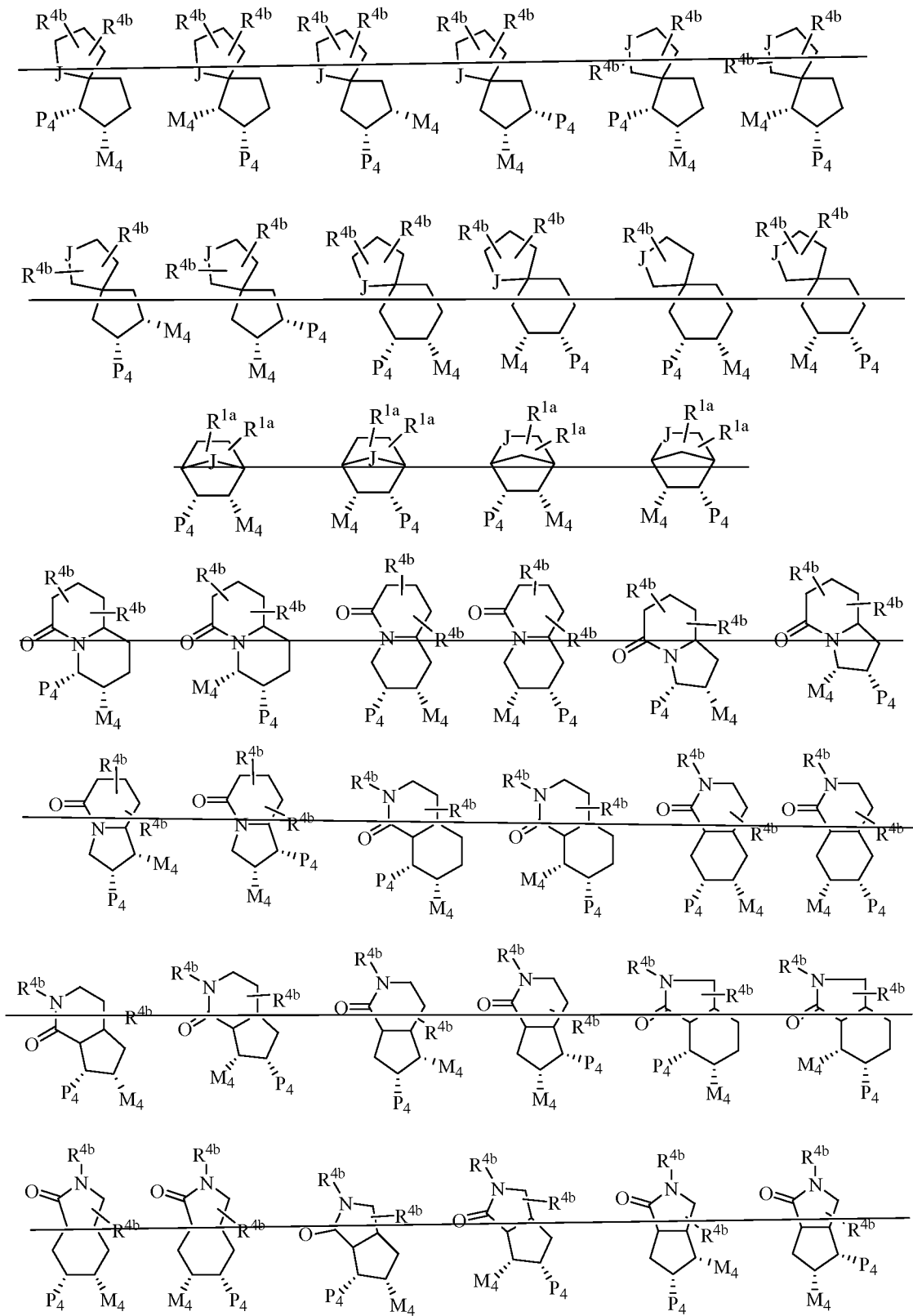


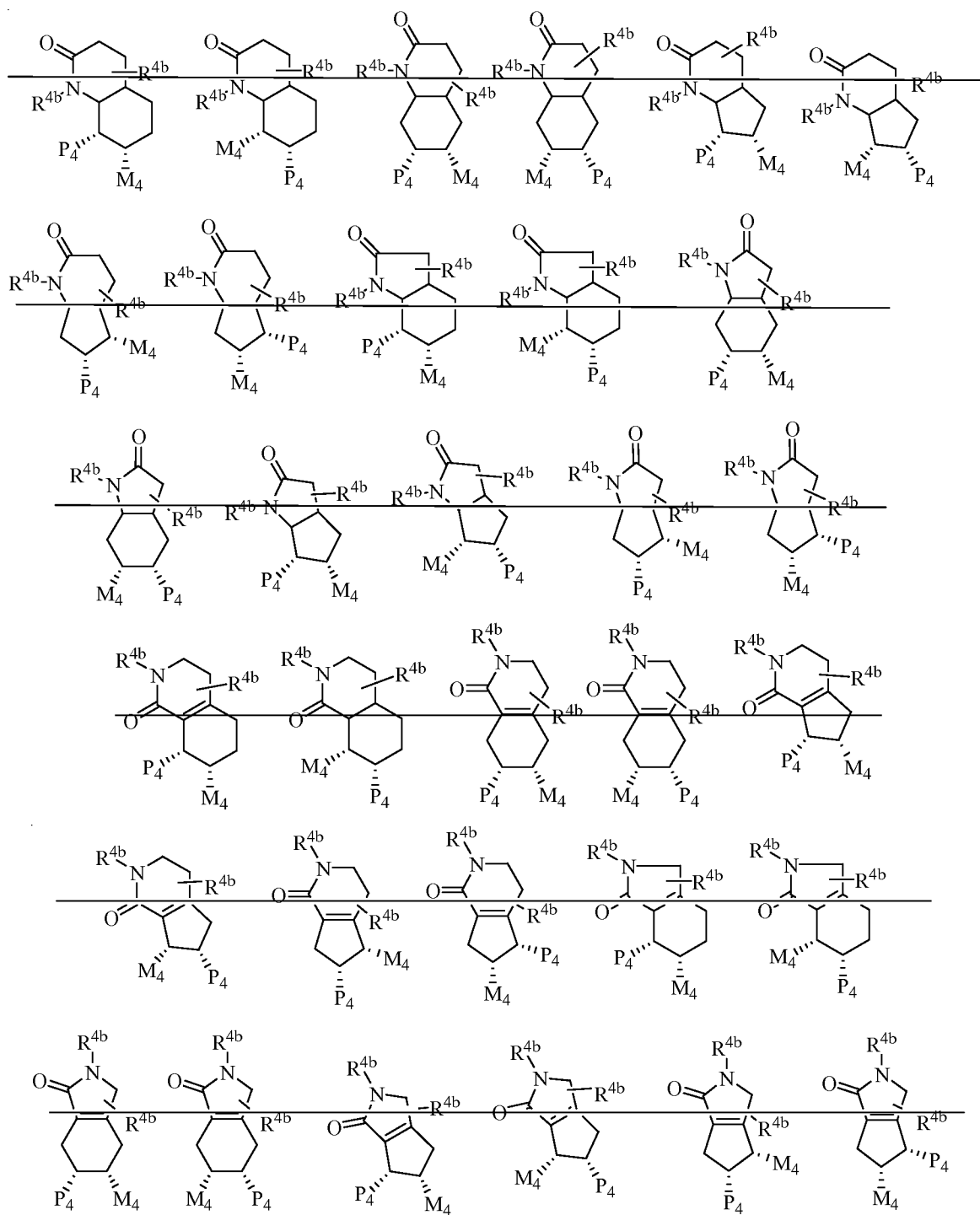




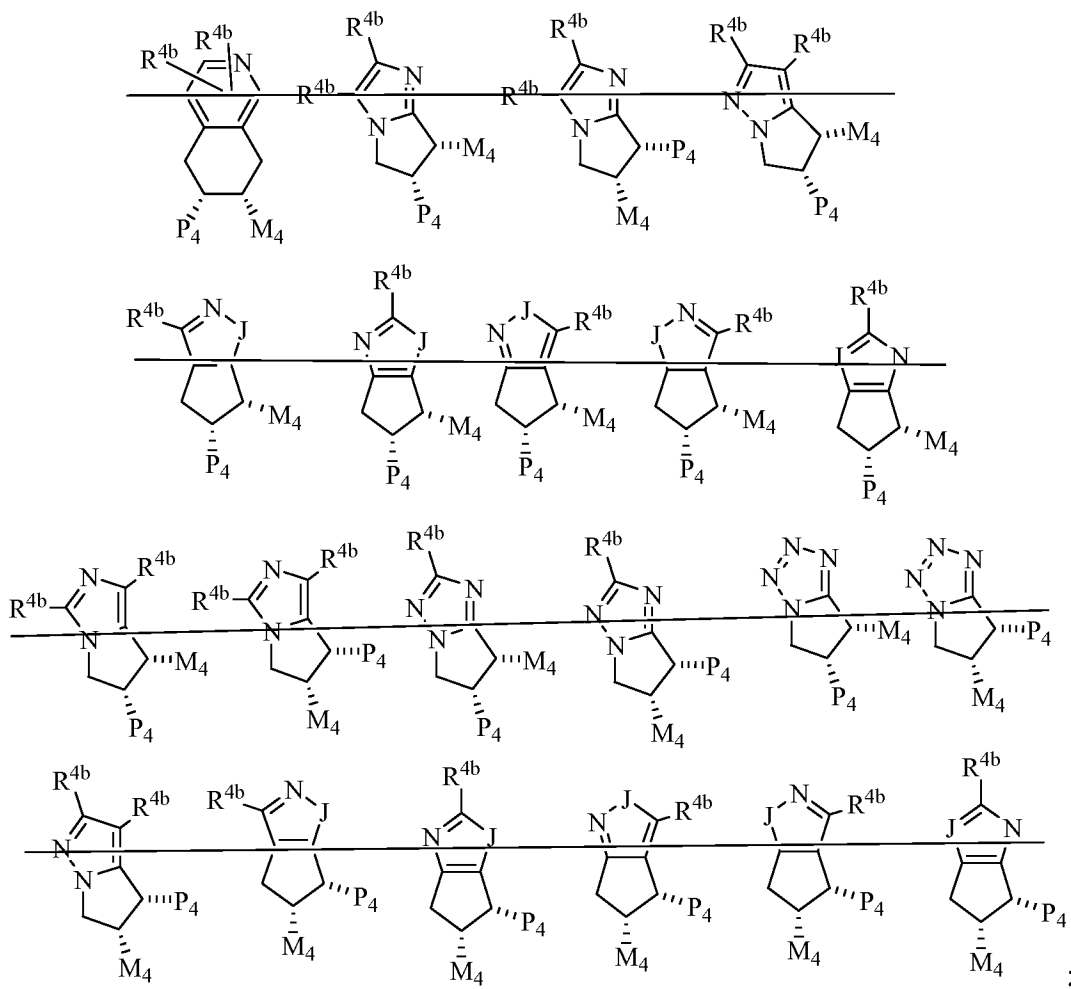










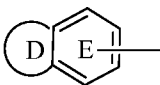


or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

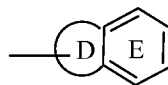
**J is selected from O, S, S(O)<sub>2</sub>, CR<sup>1a</sup>, and NR<sup>1a</sup>;**

one of P<sub>4</sub> and M<sub>4</sub> is -Z-A-B and the other -G<sub>1</sub>-G;

G is a group of formula IIa or IIb:



IIa



IIb

ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered ring consisting of carbon atoms **and 0-2 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>;**

ring D is substituted with 0-2 R and there are 0-3 ring double bonds;

E is selected from phenyl, **and** pyridyl, **pyrimidyl, pyrazinyl, and pyridazinyl**, and is substituted with 1-3 R;

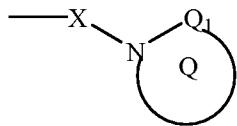
alternatively, ring D is absent and ring E is selected from phenyl, ~~pyridyl, pyrimidyl, pyrazinyl, pyridazinyl,~~ pyrrolyl, ~~pyrazolyl, imidazolyl, isoxazolyl, oxazolyl, triazolyl, and~~ thienyl, ~~and thiazolyl~~, and ring E is substituted with 1-3 R;

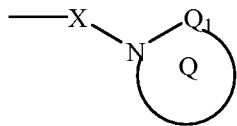
~~alternatively, ring D is absent and ring E is selected from phenyl, pyridyl, pyrimidyl, pyrazinyl, pyridazinyl, pyrrolyl, pyrazolyl, imidazolyl, isoxazolyl, oxazolyl, triazolyl, thienyl, and thiazolyl, and ring E is substituted with 1 R and with a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, wherein the 5-6 membered heterocycle is substituted with 0-2 carbonyls and 1-3 R and there are 0-3 ring double bonds;~~

R is selected from H, C<sub>1-4</sub> alkyl, F, Cl, Br, I, OH, OCH<sub>3</sub>, OCH<sub>2</sub>CH<sub>3</sub>, OCH(CH<sub>3</sub>)<sub>2</sub>, OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CN, NH<sub>2</sub>, NH(C<sub>1-3</sub> alkyl), N(C<sub>1-3</sub> alkyl)<sub>2</sub>, C(=NH)NH<sub>2</sub>, CH<sub>2</sub>NH<sub>2</sub>, CH<sub>2</sub>NH(C<sub>1-3</sub> alkyl), CH<sub>2</sub>N(C<sub>1-3</sub> alkyl)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>NH(C<sub>1-3</sub> alkyl), CH<sub>2</sub>CH<sub>2</sub>N(C<sub>1-3</sub> alkyl)<sub>2</sub>, C(=NR<sup>8</sup>)NR<sup>7</sup>R<sup>9</sup>, NHC(=NR<sup>8</sup>)NR<sup>7</sup>R<sup>9</sup>, ONHC(=NR<sup>8</sup>)NR<sup>7</sup>R<sup>9</sup>, NR<sup>8</sup>CH(=NR<sup>7</sup>), (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>C(O)H, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>C(O)R<sup>2c</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>NR<sup>7</sup>R<sup>8</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>C(O)NR<sup>7</sup>R<sup>8</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>NR<sup>7</sup>C(O)R<sup>7</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>OR<sup>3</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>S(O)<sub>p</sub>NR<sup>7</sup>R<sup>8</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>NR<sup>7</sup>S(O)<sub>p</sub>R<sup>7</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>SR<sup>3</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>S(O)R<sup>3</sup>, (CR<sup>8</sup>R<sup>9</sup>)<sub>t</sub>S(O)<sub>2</sub>R<sup>3</sup>, and OCF<sub>3</sub>, provided that S(O)<sub>p</sub>R<sup>7</sup> and S(O)<sub>2</sub>R<sup>3</sup> form other than S(O)<sub>2</sub>H or S(O)H;

~~alternatively, when 2 R groups are attached to adjacent atoms, they combine to form methylenedioxy or ethylenedioxy;~~

A is selected from: C<sub>3-10</sub> carbocycle substituted with 0-2 R<sup>4</sup>, ~~and 5-12 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>~~ and substituted with 0-2 R<sup>4</sup>;



B is ; provided that Z and B are attached to different atoms on A and that the A-X-N moiety forms other than a N-N-N group;

Q<sub>1</sub> is selected from C=O and SO<sub>2</sub>;

ring Q is a ~~6-7~~ 6-7 membered monocyclic ~~or trieyelic~~ ring consisting of, in addition to the N-Q<sub>1</sub> group shown, carbon atoms ~~and 0-2 heteroatoms selected from NR<sup>4e</sup>, O, and~~

$S(O)_p$ , wherein: 0-2 double bonds are present within the ring and the ring is substituted with 0-2  $R^{4a}$ ;

~~alternatively, ring Q is a 4-7 membered ring to which another ring is fused, wherein: the 4-7 membered ring consists of, in addition to the  $N-Q_1$  group shown, carbon atoms and 0-2 heteroatoms selected from  $NR^{4e}$ , O, and  $S(O)_p$  and 0-1 double bonds are present within the ring; the fusion ring is phenyl or a 5-6 membered heteroaromatic consisting of carbon atoms and 1-2 heteroatoms selected from  $NR^{4e}$ , O, and  $S(O)_p$ ;~~

~~ring Q, which includes the 4-7 membered ring and the fusion ring, is substituted with 0-3  $R^{4a}$ ;~~

X is absent ~~or is selected from  $(CR^2R^{2a})_{1-4}$ ,  $C(O)$ ,  $C(O)CR^2R^{2a}$ ,  $CR^2R^{2a}C(O)$ ,  $S(O)_2$ ,  $S(O)_2CR^2R^{2a}$ ,  $CR^2R^{2a}S(O)_2$ ,  $NR^2S(O)_2$ ,  $NR^2CR^2R^{2a}$ , and  $OCR^2R^{2a}$ , wherein the left side of X is attached to ring A;~~

$G_1$  is selected from  $(CR^3R^{3a})_{1-5}$ ,  $(CR^3R^{3a})_{0-2}CR^3=CR^3(CR^3R^{3a})_{0-2}$ ,  $(CR^3R^{3a})_{0-2}C\equiv C(CR^3R^{3a})_{0-2}$ ,  $(CR^3R^{3a})_u C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)O(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u OC(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u O(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3e}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u OC(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)O(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(S)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}S(O)_2NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)(CR^3R^{3a})_u C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_u C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2NR^{3b}C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)NR^{3b}S(O)_2(CR^3R^{3a})_w$ ,

$(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})_2\text{NR}^{3b}\text{C}(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{S})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ , and  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{S})(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ , wherein  $u+w$  or  $u+u+w$  total 0, 1, 2, 3, or 4, and the right side of  $G_1$  is attached to ring G, provided that  $G_1$  does not form an N-S,  $\text{NCH}_2\text{N}$ ,  $\text{NCH}_2\text{O}$ , or  $\text{NCH}_2\text{S}$  bond with either group to which it is attached;

Z is selected from  $(\text{CR}^3\text{R}^{3a})_{1-5}$ ,  $(\text{CR}^3\text{R}^{3a})_{0-2}\text{CR}^3=\text{CR}^3(\text{CR}^3\text{R}^{3a})_{0-2}$ ,  
 $(\text{CR}^3\text{R}^{3a})_{0-2}\text{C}\equiv\text{C}(\text{CR}^3\text{R}^{3a})_{0-2}$ ,  $(\text{CR}^3\text{R}^{3a})_uC(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{O}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{OC}(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{O}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3e}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{OC}(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})\text{O}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{S})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})_2(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{S}(\text{O})_2(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})_2\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{S}(\text{O})_2\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_uC(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_uC(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})_2\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_w$ ,  $(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}\text{S}(\text{O})_2(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{S}(\text{O})_2\text{NR}^{3b}\text{C}(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ ,  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_uC(\text{S})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ , and  
 $(\text{CR}^3\text{R}^{3a})_u\text{NR}^{3b}\text{C}(\text{S})(\text{CR}^3\text{R}^{3a})_uC(\text{O})\text{NR}^{3b}(\text{CR}^3\text{R}^{3a})_w$ , wherein  $u+w$  or  $u+u+w$  total 0, 1, 2, 3, or 4, and the right side of Z is attached to ring A, provided that Z does not form an N-S,  $\text{NCH}_2\text{N}$ ,  $\text{NCH}_2\text{O}$ , or  $\text{NCH}_2\text{S}$  bond with either group to which it is attached;

$\text{R}^{1a}$ , at each occurrence, is selected from H,  $-(\text{CR}^3\text{R}^{3a})_r-\text{R}^{1b}$ ,  $-(\text{CR}^3\text{R}^{3a})_r-\text{CR}^3\text{R}^{1b}\text{R}^{1b}$ ,  
 $-(\text{CR}^3\text{R}^{3a})_r-\text{O}-(\text{CR}^3\text{R}^{3a})_r-\text{R}^{1b}$ ,  $-\text{C}_{2-6}$  alkenylene- $\text{R}^{1b}$ ,  $-\text{C}_{2-6}$  alkynylene- $\text{R}^{1b}$ ,

$-(\text{CR}^3\text{R}^{3a})_r-\text{C}(=\text{NR}^{1b})\text{NR}^3\text{R}^{1b}$ ,  $\text{NR}^3\text{CR}^3\text{R}^{3a}\text{R}^{1c}$ ,  $\text{OCR}^3\text{R}^{3a}\text{R}^{1c}$ ,  $\text{SCR}^3\text{R}^{3a}\text{R}^{1c}$ ,  
 $\text{NR}^3(\text{CR}^3\text{R}^{3a})_2(\text{CR}^3\text{R}^{3a})_t\text{R}^{1b}$ ,  $\text{C}(\text{O})\text{NR}^2(\text{CR}^3\text{R}^{3a})_2(\text{CR}^3\text{R}^{3a})_t\text{R}^{1b}$ ,  
 $\text{CO}_2(\text{CR}^3\text{R}^{3a})_2(\text{CR}^3\text{R}^{3a})_t\text{R}^{1b}$ ,  $\text{O}(\text{CR}^3\text{R}^{3a})_2(\text{CR}^3\text{R}^{3a})_t\text{R}^{1b}$ ,  $\text{S}(\text{CR}^3\text{R}^{3a})_2(\text{CR}^3\text{R}^{3a})_t\text{R}^{1b}$ ,  
 $\text{S}(\text{O})_p(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  $\text{O}(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  $\text{NR}^3(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  $\text{OC}(\text{O})\text{NR}^3(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  
 $\text{NR}^3\text{C}(\text{O})\text{NR}^3(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  $\text{NR}^3\text{C}(\text{O})\text{O}(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ , and  $\text{NR}^3\text{C}(\text{O})(\text{CR}^3\text{R}^{3a})_t\text{R}^{1d}$ ,  
provided that  $\text{R}^{1a}$  forms other than an N-halo, N-S, O-O, or N-CN bond;

~~alternatively, when two  $\text{R}^{1a}$  groups are attached to adjacent atoms, together with the atoms to which they are attached they form a 5-7 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , this ring being substituted with 0-2  $\text{R}^{4b}$  and having 0-3 ring double bonds;~~

$\text{R}^{1b}$  is selected from H,  $\text{C}_{1-3}$  alkyl, F, Cl, Br, I, -CN, -NO<sub>2</sub>, -CHO,  $(\text{CF}_2)_r\text{CF}_3$ ,  
 $(\text{CR}^3\text{R}^{3a})_t\text{OR}^2$ ,  $\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{R}^{2b}$ ,  $\text{CO}_2\text{R}^{2b}$ ,  $\text{OC}(\text{O})\text{R}^2$ ,  $(\text{CF}_2)_r\text{CO}_2\text{R}^{2a}$ ,  $\text{S}(\text{O})_p\text{R}^{2b}$ ,  
 $\text{NR}^2(\text{CH}_2)_t\text{OR}^2$ ,  $\text{C}(=\text{NR}^{2c})\text{NR}^2\text{R}^{2a}$ ,  $\text{NR}^2\text{C}(\text{O})\text{R}^{2b}$ ,  $\text{NR}^2\text{C}(\text{O})\text{NHR}^2$ ,  $\text{NR}^2\text{C}(\text{O})_2\text{R}^{2a}$ ,  
 $\text{OC}(\text{O})\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2b}$ ,  $\text{C}(\text{S})\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{NR}^2(\text{CH}_2)_t\text{OR}^2$ ,  
 $\text{SO}_2\text{NR}^2\text{R}^{2a}$ ,  $\text{NR}^2\text{SO}_2\text{R}^2$ ,  $\text{C}(\text{O})\text{NR}^2\text{SO}_2\text{R}^2$ , and  $\text{C}_{3-6}$  carbocycle substituted with 0-2  $\text{R}^{4b}$ ,  
~~and 5-10 membered heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$ ,~~  
provided that  $\text{R}^{1b}$  forms other than an O-O, N-halo, N-S, or N-CN bond;

$\text{R}^{1c}$  is selected from H,  $\text{CH}(\text{CH}_2\text{OR}^2)_2$ ,  $\text{C}(\text{O})\text{R}^{2c}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$ ,  $\text{S}(\text{O})\text{R}^2$ ,  $\text{S}(\text{O})_2\text{R}^2$ ,  
and  $\text{SO}_2\text{NR}^2\text{R}^{2a}$ ;

$\text{R}^{1d}$  is selected from  $\text{C}_{3-6}$  carbocycle substituted with 0-2  $\text{R}^{4b}$  ~~and 5-10 membered heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$ , provided that  $\text{R}^{1d}$  forms other than an N-S bond;~~

$\text{R}^2$ , at each occurrence, is selected from H,  $\text{CF}_3$ ,  $\text{C}_{1-6}$  alkyl, and  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocycle substituted with 0-2  $\text{R}^{4b}$ , ~~and  $(\text{CH}_2)_r\text{-5-10 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$ ;$~~

$R^{2a}$ , at each occurrence, is selected from  $H$ ,  $CF_3$ ,  $C_{1-6}$  alkyl, and  $-(CH_2)_r-C_{3-10}$  carbocycle substituted with 0-2  $R^{4b}$ , ~~and  $-(CH_2)_r-5-10$  membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$ ;~~

~~alternatively,  $NR^2R^{2a}$  forms a 4, 5, or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2  $R^{4b}$  and consisting of: carbon atoms, the nitrogen atom to which  $R^2$  and  $R^{2a}$  are attached, and 0-1 additional heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ ;~~

$R^{2b}$ , at each occurrence, is selected from  $CF_3$ ,  $C_{1-4}$  alkoxy substituted with 0-2  $R^{4b}$ ,  $C_{1-6}$  alkyl substituted with 0-3  $R^{4b}$ , and  $(CH_2)_r-C_{3-13}$  carbocycle substituted with 0-2  $R^{4b}$ , ~~and  $-(CH_2)_r-5-10$  membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$ ;~~

$R^{2c}$ , at each occurrence, is selected from  $CF_3$ ,  $OH$ ,  $C_{1-4}$  alkoxy,  $C_{1-6}$  alkyl, and  $-(CH_2)_r-C_{3-10}$  carbocycle substituted with 0-2  $R^{4b}$ , ~~and  $-(CH_2)_r-5-10$  membered heterocycle containing from 1-4 heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$ ;~~

$R^3$ , at each occurrence, is selected from  $H$ ,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $CH_2CH_2CH_2CH_3$ ,  $CH_2CH(CH_3)_2$ ,  $CH(CH_3)CH_2CH_3$ ,  $C(CH_3)_3$ , benzyl, and phenyl;

$R^{3a}$ , at each occurrence, is selected from  $H$ ,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $CH_2CH_2CH_2CH_3$ ,  $CH_2CH(CH_3)_2$ ,  $CH(CH_3)CH_2CH_3$ ,  $C(CH_3)_3$ , benzyl, and phenyl;

~~alternatively,  $NR^3R^{3a}$  forms a 5 or 6 membered saturated, partially unsaturated, or unsaturated ring consisting of: carbon atoms, the nitrogen atom to which  $R^3$  and  $R^{3a}$  are attached, and 0-1 additional heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ ;~~

$R^{3b}$ , at each occurrence, is selected from  $H$ ,  $C_{1-6}$  alkyl substituted with 0-2  $R^{1a}$ ,  $C_{2-6}$  alkenyl substituted with 0-2  $R^{1a}$ ,  $C_{2-6}$  alkynyl substituted with 0-2  $R^{1a}$ , and  $-(C_{0-4}$

alkyl)-5-10 membered carbocycle substituted with 0-3 R<sup>1a</sup>, ~~and -(C<sub>0-4</sub> alkyl)-5-10 membered heterocycle substituted with 0-3 R<sup>1a</sup> and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>;~~

R<sup>3c</sup>, at each occurrence, is selected from CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>3</sub>, benzyl, and phenyl;

R<sup>3d</sup>, at each occurrence, is selected from H, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C<sub>1-4</sub> alkyl-phenyl, and C(=O)R<sup>3c</sup>;

R<sup>3e</sup>, at each occurrence, is selected from H, SO<sub>2</sub>NHR<sup>3</sup>, SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, C(O)R<sup>3</sup>, C(O)NHR<sup>3</sup>, C(O)OR<sup>3f</sup>, S(O)R<sup>3f</sup>, S(O)<sub>2</sub>R<sup>3f</sup>, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>1a</sup>, C<sub>2-6</sub> alkenyl substituted with 0-2 R<sup>1a</sup>, C<sub>2-6</sub> alkynyl substituted with 0-2 R<sup>1a</sup>, and -(C<sub>0-4</sub> alkyl)-5-10 membered carbocycle substituted with 0-3 R<sup>1a</sup>, ~~and -(C<sub>0-4</sub> alkyl)-5-10 membered heterocycle substituted with 0-3 R<sup>1a</sup> and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>;~~

R<sup>3f</sup>, at each occurrence, is selected from: C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>1a</sup>, C<sub>2-6</sub> alkenyl substituted with 0-2 R<sup>1a</sup>, C<sub>2-6</sub> alkynyl substituted with 0-2 R<sup>1a</sup>, and -(C<sub>0-4</sub> alkyl)-5-10 membered carbocycle substituted with 0-3 R<sup>1a</sup>, ~~and -(C<sub>0-4</sub> alkyl)-5-10 membered heterocycle substituted with 0-3 R<sup>1a</sup> and consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>;~~

R<sup>4</sup>, at each occurrence, is selected from H, =O, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>OR<sup>2</sup>, F, Cl, Br, I, C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>CN, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NO<sub>2</sub>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>C(O)R<sup>2c</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>C(O)R<sup>2b</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>C(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>C(=NS(O)<sub>2</sub>R<sup>5</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NHC(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>C(O)NHC(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>NR<sup>2</sup>SO<sub>2</sub>R<sup>5</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>S(O)<sub>p</sub>R<sup>5a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>(CF<sub>2</sub>)<sub>t</sub>CF<sub>3</sub>, NHCH<sub>2</sub>R<sup>1c</sup>, OCH<sub>2</sub>R<sup>1c</sup>, SCH<sub>2</sub>R<sup>1c</sup>, NH(CH<sub>2</sub>)<sub>2</sub>(CH<sub>2</sub>)<sub>t</sub>R<sup>1b</sup>, O(CH<sub>2</sub>)<sub>2</sub>(CH<sub>2</sub>)<sub>t</sub>R<sup>1b</sup>, S(CH<sub>2</sub>)<sub>2</sub>(CH<sub>2</sub>)<sub>t</sub>R<sup>1b</sup>, and (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>-5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, ~~and a (CR<sup>3</sup>R<sup>3a</sup>)<sub>t</sub>-5-6 membered heterocycle~~

**~~consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;~~**

R<sup>4a</sup>, at each occurrence, is selected from H, =O, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>OR<sup>2</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>F, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>Br, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>Cl, C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>CN, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NO<sub>2</sub>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>C(O)R<sup>2c</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>C(O)R<sup>2b</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>N=CHOR<sup>3</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>C(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NHC(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>C(O)NHSO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>NR<sup>2</sup>SO<sub>2</sub>R<sup>5</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>S(O)<sub>p</sub>R<sup>5a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>(CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>-5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, **~~and a (CR<sup>3</sup>R<sup>3a</sup>)<sub>r</sub>-5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;~~**

R<sup>4b</sup>, at each occurrence, is selected from H, =O, (CH<sub>2</sub>)<sub>r</sub>OR<sup>3</sup>, (CH<sub>2</sub>)<sub>r</sub>F, (CH<sub>2</sub>)<sub>r</sub>Cl, (CH<sub>2</sub>)<sub>r</sub>Br, (CH<sub>2</sub>)<sub>r</sub>I, C<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>CN, (CH<sub>2</sub>)<sub>r</sub>NO<sub>2</sub>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>3</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3c</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(O)R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>-C(O)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>-C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>-phenyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-phenyl, and (CH<sub>2</sub>)<sub>r</sub>(CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>;

R<sup>4c</sup>, at each occurrence, is selected from H, C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>OR<sup>2</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>F, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>Br, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>Cl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>CN, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NO<sub>2</sub>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>C(O)R<sup>2c</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>C(O)R<sup>2b</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>N=CHOR<sup>3</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>C(O)NH(CH<sub>2</sub>)<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>C(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NHC(=NR<sup>2</sup>)NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>C(O)NHSO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>NR<sup>2</sup>SO<sub>2</sub>R<sup>5</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>S(O)<sub>p</sub>R<sup>5a</sup>, (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>(CF<sub>2</sub>)<sub>r1</sub>CF<sub>3</sub>, and (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>-5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, **~~and a (CR<sup>3</sup>R<sup>3a</sup>)<sub>r1</sub>-5-6 membered heterocycle~~**



~~consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;~~

R<sup>5</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, =O, (CH<sub>2</sub>)<sub>r</sub>OR<sup>3</sup>, F, Cl, Br, I, -CN, NO<sub>2</sub>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>3</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3c</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(O)R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>CH(=NOR<sup>3d</sup>), (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>SO<sub>2</sub>-phenyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-phenyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2 R<sup>6</sup>, and benzyl substituted with 0-2 R<sup>6</sup>;

R<sup>5a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OR<sup>3</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>3</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3c</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3</sup>C(O)R<sup>3a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3</sup>R<sup>3a</sup>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2 R<sup>6</sup>, and benzyl substituted with 0-2 R<sup>6</sup>, provided that R<sup>5a</sup> does not form a S-N or S(O)<sub>p</sub>-C(O) bond;

R<sup>6</sup>, at each occurrence, is selected from H, OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>2</sup>, Cl, F, Br, I, C<sub>1-4</sub> alkyl, -CN, NO<sub>2</sub>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>2</sup>R<sup>2a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>2b</sup>, NR<sup>2</sup>C(O)R<sup>2b</sup>, NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, C(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, and NR<sup>2</sup>SO<sub>2</sub>C<sub>1-4</sub> alkyl;

R<sup>7</sup>, at each occurrence, is selected from H, OH, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkyl-C(O)-, C<sub>1-6</sub> alkyl-O-, (CH<sub>2</sub>)<sub>n</sub>-phenyl, C<sub>1-4</sub> alkyl-OC(O)-, C<sub>6-10</sub> aryl-O-, C<sub>6-10</sub> aryl-OC(O)-, C<sub>6-10</sub> aryl-CH<sub>2</sub>C(O)-, C<sub>1-4</sub> alkyl-C(O)O-C<sub>1-4</sub> alkyl-OC(O)-, C<sub>6-10</sub> aryl-C(O)O-C<sub>1-4</sub> alkyl-OC(O)-, C<sub>1-6</sub> alkyl-NH<sub>2</sub>-C(O)-, phenyl-NH<sub>2</sub>-C(O)-, and phenyl-C<sub>1-4</sub> alkyl-C(O)-;

R<sup>8</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and (CH<sub>2</sub>)<sub>n</sub>-phenyl;

~~alternatively, NR<sup>7</sup>R<sup>8</sup> forms a 5-10 membered heterocyclic ring consisting of carbon atoms and 0-2 additional heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>;~~

R<sup>9</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and (CH<sub>2</sub>)<sub>n</sub>-phenyl;

n, at each occurrence, is selected from 0, 1, 2, and 3;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1,2,3,4, 5, and 6;  
r1, at each occurrence, is selected from 1,2,3,4, 5, and 6; and  
t, at each occurrence, is selected from 0, 1,2, and 3.

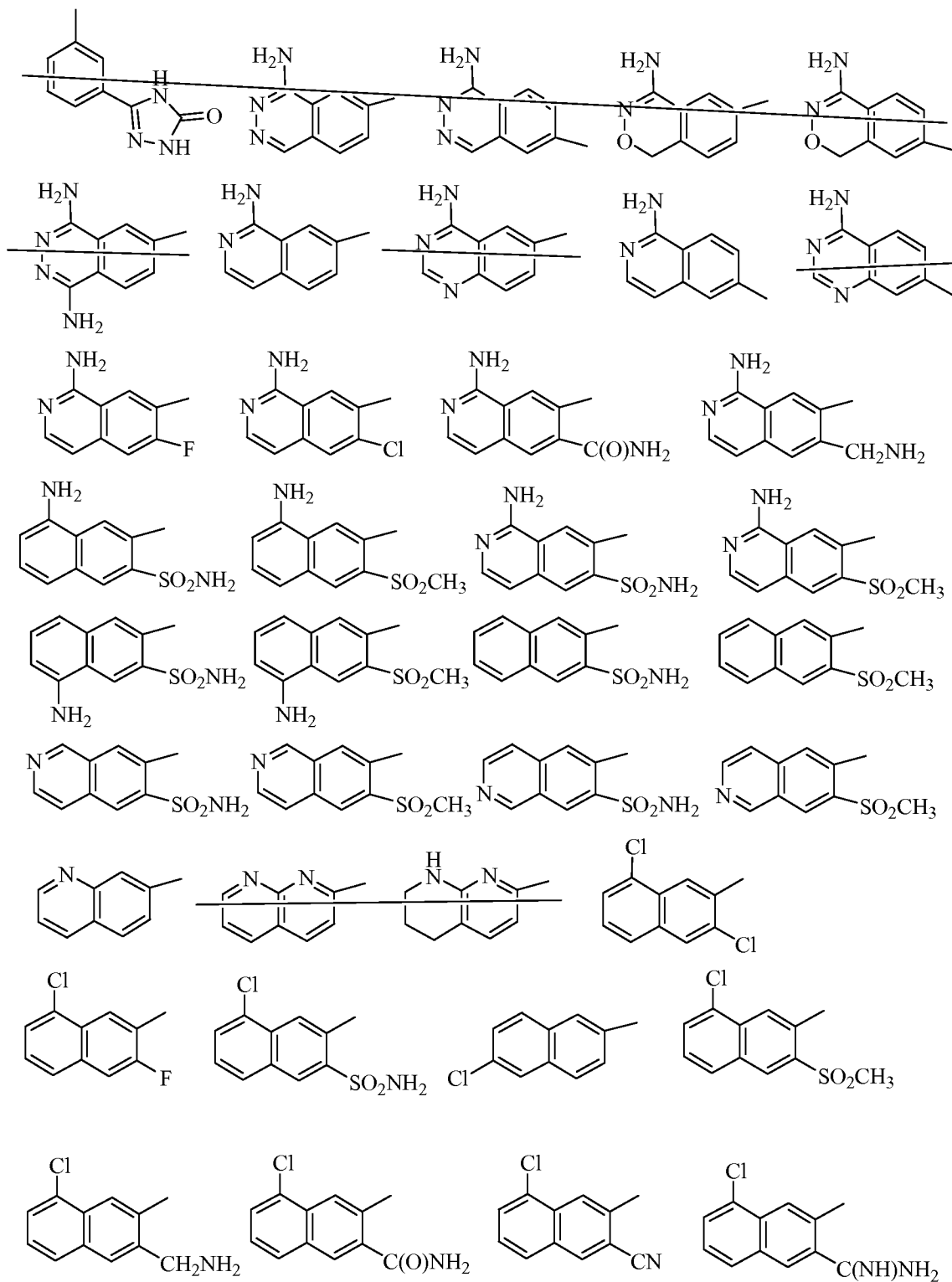
2. (Currently Amended) A compound according to Claim 1, wherein:

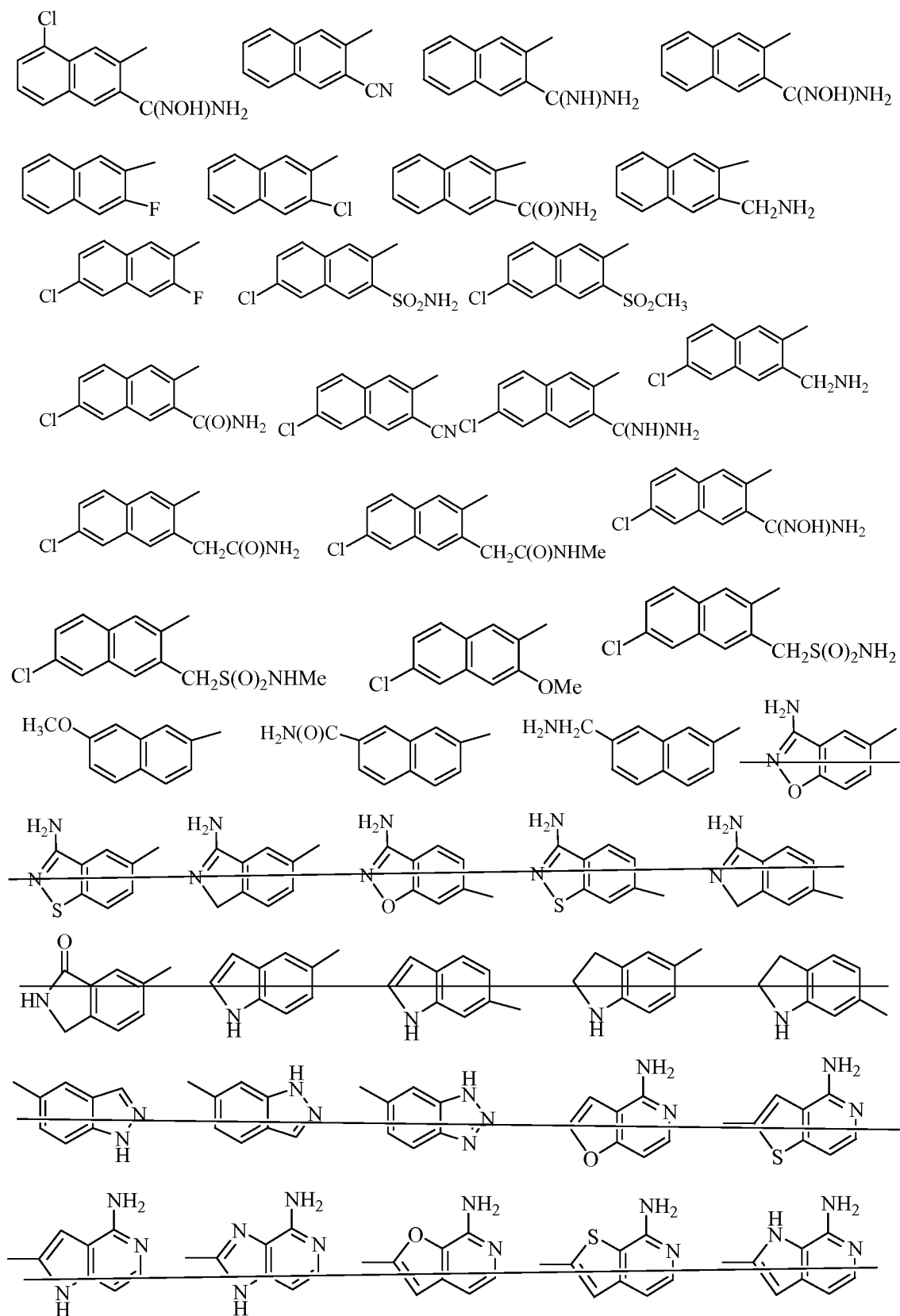
G is selected from the group: 2-aminomethyl-4-chloro-phenyl;

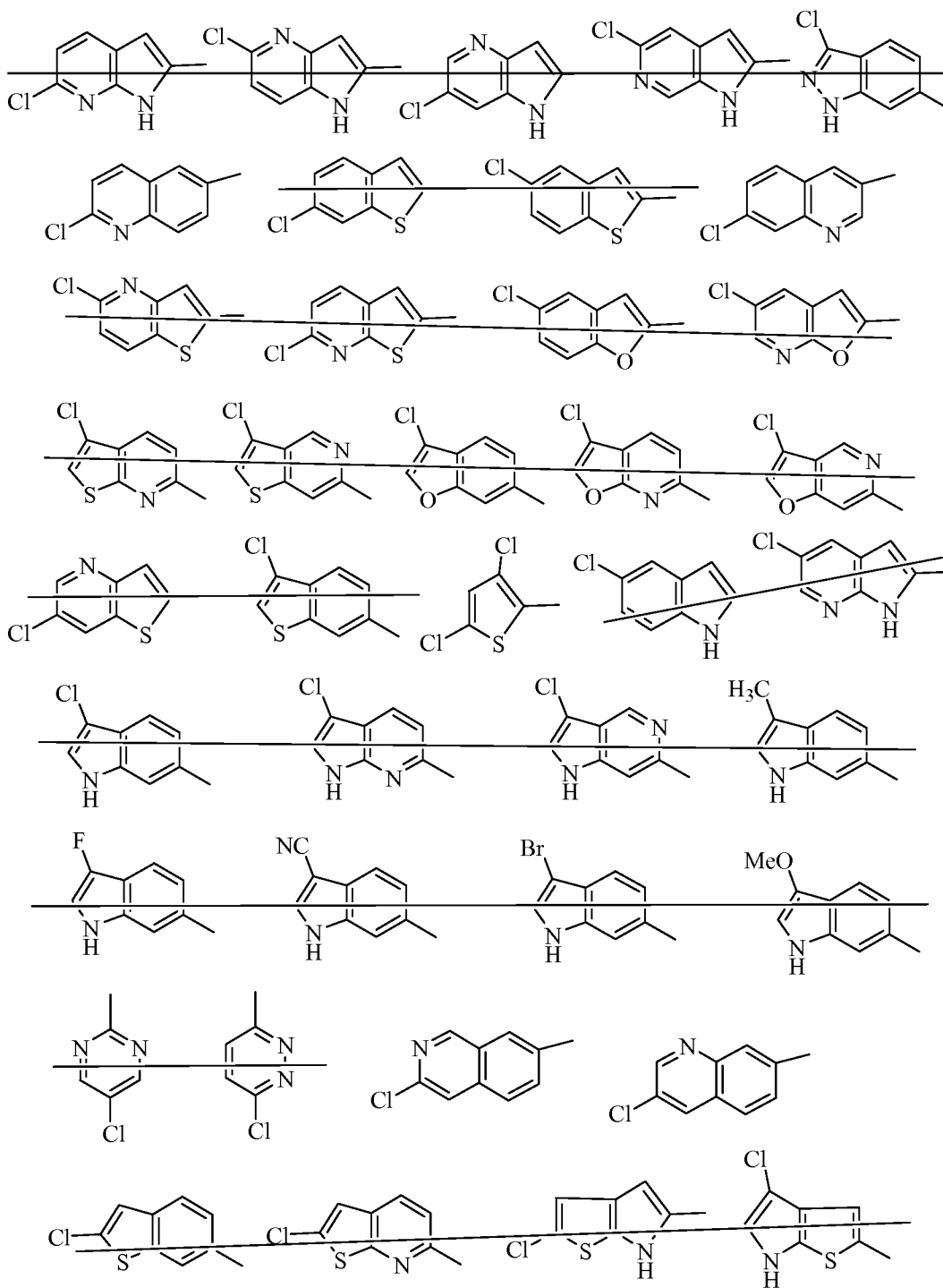
2-aminosulfonyl-4-chloro-phenyl; 2-amido-4-chloro-phenyl;  
4-chloro-2-methylsulfonyl-phenyl; 2-aminosulfonyl-4-fluoro-phenyl;  
2-amido-4-fluoro-phenyl; 4-fluoro-2-methylsulfonyl-phenyl;  
2-aminomethyl-4-bromo-phenyl; 2-aminosulfonyl-4-bromo-phenyl;  
2-amido-4-bromo-phenyl; 4-bromo-2-methylsulfonyl-phenyl;  
2-aminomethyl-4-methyl-phenyl; 2-aminosulfonyl-4-methyl-phenyl;  
2-amido-4-methyl-phenyl; 2-methylsulfonyl-4-methyl-phenyl; 4-fluoro-pyrid-2-yl;  
4-bromo-pyrid-2-yl; 4-methyl-pyrid-2-yl; 5-fluoro-thien-2-yl; 5-bromo-thien-2-yl;  
5-methyl-thien-2-yl; 2-amido-4-methoxy-phenyl; 2-amido-phenyl;  
2-aminomethyl-3-fluoro-phenyl; 2-aminomethyl-4-fluoro-phenyl;  
2-aminomethyl-4-methoxy-phenyl; 2-aminomethyl-5-fluoro-phenyl;  
2-aminomethyl-5-methoxy-phenyl; 2-aminomethyl-6-fluoro-phenyl; 2-aminomethyl-phenyl;  
2-amino-pyrid-4-yl; 2-aminosulfonyl-4-methoxy-phenyl; 2-aminosulfonyl-phenyl;  
2-methylsulfonyl-phenyl; 3-(N,N-dimethylamino)-4-chloro-phenyl;  
3-(N,N-dimethylamino)-phenyl; 3-(N-methylamino)-4-chloro-phenyl;  
3-(N-methylamino)-phenyl; 3-amido-phenyl; 3-amino-4-chloro-phenyl;  
3-aminomethyl-phenyl; 3-amino-phenyl; 3-chloro-phenyl;  
4-(N,N-dimethylamino)-5-chloro-thien-2-yl; 4-(N-methylamino)-5-chloro-thien-2-yl;  
4-amino-5-chloro-thien-2-yl; 4-chloro-phenyl; 4-methoxy-2-methylsulfonyl-phenyl;  
4-methoxy-phenyl; 2-methoxy-pyrid-5-yl; 5-(N,N-dimethylamino)-4-chloro-thien-2-yl;  
5-(N-methylamino)-4-chloro-thien-2-yl; 5-amino-4-chloro-thien-2-yl; 5-chloro-pyrid-2-yl;  
5-chloro-thien-2-yl; 6-amino-5-chloro-pyrid-2-yl; 6-amino-pyrid-2-yl;  
2-cyano-4-chloro-phenyl; 2-methoxy-4-chloro-phenyl; 2-fluoro-4-chloro-phenyl; phenyl;  
4-ethyl-phenyl; 3-chloro-4-methyl-phenyl; 4-fluoro-phenyl; 3-fluoro-4-chloro-phenyl;

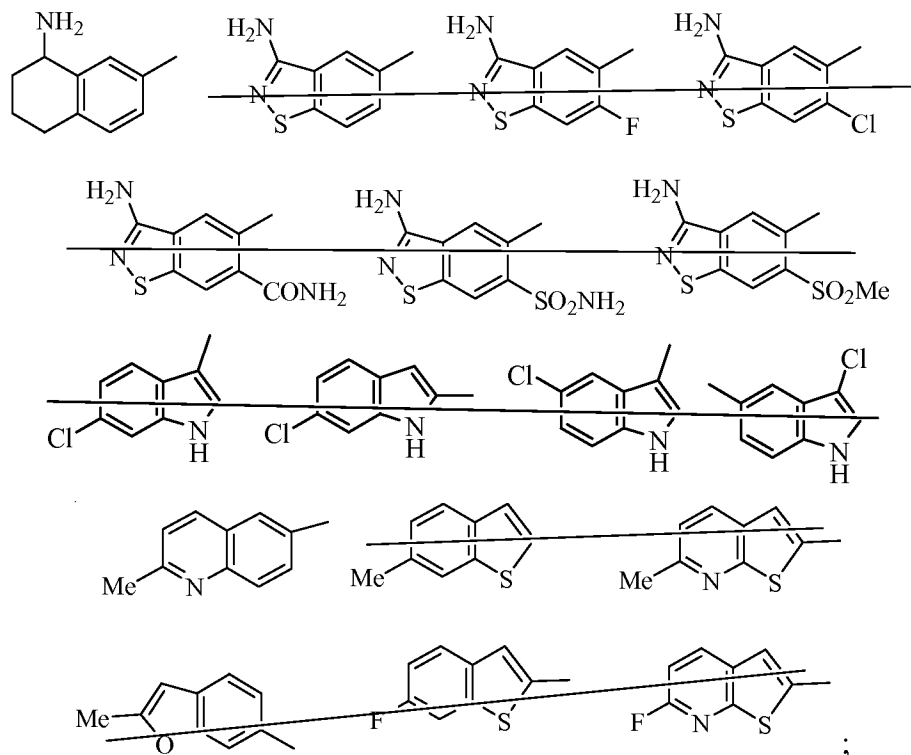
3-methyl-4-chloro-phenyl; 3-fluoro-4-methyl-phenyl; 3,4-dimethyl-phenyl;  
3-chloro-4-fluoro-phenyl; 3-methyl-4-fluoro-phenyl; 4-methylsulfanyl-phenyl;

**2-chlorothiazol-5-yl; 5-chlorothiazol-2-yl;**

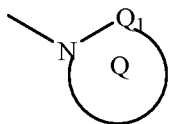








A is selected from one of the following carbocyclic **and heterocyclic** groups which are substituted with 0-2 R<sup>4</sup>; cyclohexyl, and phenyl, ~~piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thienyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolinyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl~~;



B is ; provided that Z and B are attached to different atoms on A;

Q<sub>1</sub> is selected from C=O and SO<sub>2</sub>;

ring Q is a 6-7 membered monocyclic **or trieyelic** ring consisting of, in addition to the N-Q<sub>1</sub> group shown, carbon atoms **and 0-1 heteroatoms selected from NR<sup>4e</sup>, O, and**

$S(O)_p$ , wherein: 0-2 double bonds are present within the ring and the ring is substituted with 0-2  $R^{4a}$ ;

~~alternatively, ring Q is a 5-7 membered ring to which another ring is fused, wherein: the 5-7 membered ring consists of, in addition to the  $N-Q_1$  group shown, carbon atoms and 0-1 heteroatoms selected from  $NR^{4e}$ , O, and  $S(O)_p$  and 0-1 double bonds are present within the ring; the fusion ring is phenyl;~~

~~ring Q, which includes the 5-7 membered ring and the fusion ring, is substituted with 0-2  $R^{4a}$ ;~~

$G_1$  is selected from  $(CR^3R^{3a})_{1-3}$ ,  $CR^3=CR^3$ ,  $(CR^3R^{3a})_u C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u O(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)NR^{3b}S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_u C(S)NR^{3b}(CR^3R^{3a})_w$ , and  $(CR^3R^{3a})_u NR^{3b}C(S)(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ , wherein  $u+w$  or  $u+u+w$  total 0, 1, or 2 and the right side of  $G_1$  is attached to ring G, provided that  $G_1$  does not form a N-S,  $NCH_2N$ ,  $NCH_2O$ , or  $NCH_2S$  bond with either group to which it is attached;

Z is selected from  $(CR^3R^{3a})_{1-3}$ ,  $(CR^3R^{3a})_u C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u O(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}C(O)(CR^3R^{3a})_u C(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)NR^{3b}(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u NR^{3b}S(O)_2(CR^3R^{3a})_w$ ,  $(CR^3R^{3a})_u S(O)_2NR^{3b}(CR^3R^{3a})_w$ , and  $(CR^3R^{3a})_u C(O)NR^{3b}S(O)_2(CR^3R^{3a})_w$ , wherein  $u+w$  or  $u+u+w$  total 0, 1, or 2 and the right side of Z is attached to A, provided that  $G_1$  does not form a N-S,  $NCH_2N$ ,  $NCH_2O$ , or  $NCH_2S$  bond with either group to which it is attached;

$R^{1a}$  is selected from H,  $-(CH_2)_r-R^{1b}$ ,  $-(CH(CH_3))_r-R^{1b}$ ,  $-(C(CH_3)_2)_r-R^{1b}$ ,  $NHCH_2R^{1c}$ ,  $OCH_2R^{1c}$ ,  $SCH_2R^{1c}$ ,  $NH(CH_2)_2(CH_2)_tR^{1b}$ , and  $O(CH_2)_2(CH_2)_tR^{1b}$ , provided that  $R^{1a}$  forms other than an N-halo, N-S, or N-CN bond;

~~alternatively, when two  $R^{1a}$  groups are attached to adjacent atoms, together with the atoms to which they are attached they form a 5-7 membered ring consisting of carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$ , this ring being substituted with 0-2  $R^{4b}$  and having 0-3 ring double bonds;~~

$R^{1b}$  is selected from H,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ , F, Cl, Br, I, -CN, -CHO,  $CF_3$ ,  $OR^2$ ,  $NR^2R^{2a}$ ,  $C(O)R^{2b}$ ,  $CO_2R^{2b}$ ,  $OC(O)R^2$ ,  $CO_2R^{2a}$ ,  $S(O)_pR^{2b}$ ,  $NR^2(CH_2)_rOR^2$ ,  $NR^2C(O)R^{2b}$ ,  $NR^2C(O)NHR^2$ ,  $NR^2C(O)_2R^{2a}$ ,  $OC(O)NR^2R^{2a}$ ,  $C(O)NR^2R^{2a}$ ,  $C(O)NR^2R^{2b}$ ,  $C(S)NR^2R^{2a}$ ,  $C(O)NR^2(CH_2)_rOR^2$ ,  $SO_2NR^2R^{2a}$ ,  $NR^2SO_2R^2$ , and  $C_{3-6}$  carbocycle substituted with 0-2  $R^{4b}$ , ~~and 5-6 membered heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$~~ , provided that  $R^{1b}$  forms other than an O-O, N-halo, N-S, or N-CN bond;

$R^{1c}$  is selected from H,  $CH(CH_2OR^2)_2$ ,  $C(O)R^{2c}$ ,  $C(O)NR^2R^{2a}$ ,  $S(O)R^2$ ,  $S(O)_2R^2$ , and  $SO_2NR^2R^{2a}$ ;

$R^2$ , at each occurrence, is selected from H,  $CF_3$ ,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $CH_2CH_2CH_2CH_3$ ,  $CH_2CH(CH_3)_2$ ,  $CH(CH_3)CH_2CH_3$ ,  $C(CH_3)_3$ , benzyl substituted with 0-2  $R^{4b}$ , and  $C_{5-6}$  carbocycle substituted with 0-2  $R^{4b}$ , a  $-CH_2-C_{5-6}$  carbocyclic group substituted with 0-2  $R^{4b}$ , ~~and 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$ ;~~

$R^{2a}$ , at each occurrence, is selected from H,  $CF_3$ ,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $CH_2CH_2CH_2CH_3$ ,  $CH_2CH(CH_3)_2$ ,  $CH(CH_3)CH_2CH_3$ ,  $C(CH_3)_3$ , benzyl substituted with 0-2  $R^{4b}$ , and  $C_{3-6}$  carbocycle substituted with 0-2  $R^{4b}$ , ~~and 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $S(O)_p$ , and substituted with 0-2  $R^{4b}$ ;~~



~~alternatively,  $\text{NR}^2\text{R}^{2a}$  forms a 4, 5, or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2  $\text{R}^{4b}$  and consisting of: carbon atoms, the nitrogen atom to which  $\text{R}^2$  and  $\text{R}^{2a}$  are attached, and 0-1 additional heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ ;~~

$\text{R}^{2b}$ , at each occurrence, is selected from  $\text{CF}_3$ ,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-5}$  alkyl substituted with 0-3  $\text{R}^{4b}$ , benzyl substituted with 0-2  $\text{R}^{4b}$ , and  $\text{C}_{3-6}$  carbocycle substituted with 0-2  $\text{R}^{4b}$ , ~~and 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$ ;~~

$\text{R}^{2c}$ , at each occurrence, is selected from  $\text{CF}_3$ , OH,  $\text{C}_{1-4}$  alkoxy,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ ,  $\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}(\text{CH}_3)_2$ ,  $\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_3$ ,  $\text{C}(\text{CH}_3)_3$ , benzyl substituted with 0-2  $\text{R}^{4b}$ , and  $\text{C}_{5-6}$  carbocycle substituted with 0-2  $\text{R}^{4b}$ , ~~and 5-6 membered heterocycle containing from 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$ ;~~

$\text{R}^3$ , at each occurrence, is selected from H,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ , benzyl, and phenyl;

$\text{R}^{3a}$ , at each occurrence, is selected from H,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ , benzyl, and phenyl;

~~alternatively,  $\text{NR}^3\text{R}^{3a}$  forms a 5 or 6 membered saturated, partially unsaturated, or unsaturated ring consisting of: carbon atoms and the nitrogen atom to which  $\text{R}^3$  and  $\text{R}^{3a}$  are attached;~~

$\text{R}^{3c}$ , at each occurrence, is selected from  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ , benzyl, and phenyl;

$\text{R}^{3d}$ , at each occurrence, is selected from H,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ ,  $\text{CH}_2$ -phenyl,  $\text{CH}_2\text{CH}_2$ -phenyl, and  $\text{C}(=\text{O})\text{R}^{3c}$ ;

$\text{R}^4$ , at each occurrence, is selected from H, =O,  $\text{OR}^2$ ,  $\text{CH}_2\text{OR}^2$ ,  $(\text{CH}_2)_2\text{OR}^2$ , F, Cl, Br, I,  $\text{C}_{1-4}$  alkyl, -CN,  $\text{NO}_2$ ,  $\text{NR}^2\text{R}^{2a}$ ,  $\text{CH}_2\text{NR}^2\text{R}^{2a}$ ,  $(\text{CH}_2)_2\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{R}^{2c}$ ,  $\text{NR}^2\text{C}(\text{O})\text{R}^{2b}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$ ,  $\text{SO}_2\text{NR}^2\text{R}^{2a}$ ,  $\text{S}(\text{O})_p\text{R}^{5a}$ ,  $\text{CF}_3$ ,  $\text{CF}_2\text{CF}_3$ , and 5-6 membered carbocycle substituted with 0-1  $\text{R}^5$ , ~~and a 5-6 membered heterocycle consisting of: carbon atoms~~

**and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;**

R<sup>4a</sup>, at each occurrence, is selected from H, =O, OR<sup>2</sup>, CH<sub>2</sub>OR<sup>2</sup>, F, CH<sub>2</sub>F, Br, CH<sub>2</sub>Br, Cl, CH<sub>2</sub>Cl, C<sub>1-4</sub> alkyl, -CN, -CH<sub>2</sub>CN, NO<sub>2</sub>, CH<sub>2</sub>NO<sub>2</sub>, NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, C(O)R<sup>2c</sup>, CH<sub>2</sub>C(O)R<sup>2c</sup>, NR<sup>2</sup>C(O)R<sup>2b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>2</sup>R<sup>2a</sup>, NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, (CH<sub>2</sub>)<sub>r</sub>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, NR<sup>2</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, NR<sup>2</sup>SO<sub>2</sub>R<sup>5</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>5a</sup>, CH<sub>2</sub>CF<sub>3</sub>, CF<sub>3</sub>, CH<sub>2</sub>-5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, and 5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, ~~and a CH<sub>2</sub>-5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>, and 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;~~

R<sup>4b</sup>, at each occurrence, is selected from H, =O, OR<sup>3</sup>, CH<sub>2</sub>OR<sup>3</sup>, F, Cl, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>3</sub>, -CN, NO<sub>2</sub>, NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, C(O)R<sup>3</sup>, CH<sub>2</sub>C(O)R<sup>3</sup>, C(O)OR<sup>3c</sup>, CH<sub>2</sub>C(O)OR<sup>3c</sup>, NR<sup>3</sup>C(O)R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>C(O)R<sup>3a</sup>, C(O)NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>C(O)NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3a</sup>, C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, CH<sub>2</sub>NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, NR<sup>3</sup>SO<sub>2</sub>CF<sub>3</sub>, CH<sub>2</sub>NR<sup>3</sup>SO<sub>2</sub>CF<sub>3</sub>, NR<sup>3</sup>SO<sub>2</sub>-phenyl, CH<sub>2</sub>NR<sup>3</sup>SO<sub>2</sub>-phenyl, S(O)<sub>p</sub>CF<sub>3</sub>, CH<sub>2</sub>S(O)<sub>p</sub>CF<sub>3</sub>, S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, CH<sub>2</sub>S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, S(O)<sub>p</sub>-phenyl, CH<sub>2</sub>S(O)<sub>p</sub>-phenyl, CF<sub>3</sub>, and CH<sub>2</sub>CF<sub>3</sub>;

R<sup>4c</sup>, at each occurrence, is selected from H, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>3</sub>, CH<sub>2</sub>OR<sup>2</sup>, CH<sub>2</sub>F, CH<sub>2</sub>Br, CH<sub>2</sub>Cl, CH<sub>2</sub>CN, CH<sub>2</sub>NO<sub>2</sub>, CH<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, C(O)R<sup>2c</sup>, CH<sub>2</sub>C(O)R<sup>2c</sup>, CH<sub>2</sub>NR<sup>2</sup>C(O)R<sup>2b</sup>, C(O)NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>C(O)NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>NR<sup>2</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, C(O)NHSO<sub>2</sub>-C<sub>1-4</sub> alkyl, CH<sub>2</sub>C(O)NHSO<sub>2</sub>-C<sub>1-4</sub> alkyl, CH<sub>2</sub>NR<sup>2</sup>SO<sub>2</sub>R<sup>5</sup>, S(O)<sub>p</sub>R<sup>5a</sup>, CH<sub>2</sub>S(O)<sub>p</sub>R<sup>5a</sup>, CF<sub>3</sub>, CH<sub>2</sub>CF<sub>3</sub>, 5-6

membered carbocycle substituted with 0-1 R<sup>5</sup>, and CH<sub>2</sub>-5-6 membered carbocycle substituted with 0-1 R<sup>5</sup>, ~~5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>, and a CH<sub>2</sub>-5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>5</sup>;~~

R<sup>5</sup>, at each occurrence, is selected from H, =O, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>3</sub>, OR<sup>3</sup>, CH<sub>2</sub>OR<sup>3</sup>, F, Cl, -CN, NO<sub>2</sub>, NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, C(O)R<sup>3</sup>, CH<sub>2</sub>C(O)R<sup>3</sup>, C(O)OR<sup>3c</sup>, CH<sub>2</sub>C(O)OR<sup>3c</sup>, NR<sup>3</sup>C(O)R<sup>3a</sup>, C(O)NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3a</sup>, CH(=NOR<sup>3d</sup>), C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>C(=NR<sup>3</sup>)NR<sup>3</sup>R<sup>3a</sup>, SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, NR<sup>3</sup>SO<sub>2</sub>CF<sub>3</sub>, NR<sup>3</sup>SO<sub>2</sub>-phenyl, S(O)<sub>p</sub>CF<sub>3</sub>, S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, S(O)<sub>p</sub>-phenyl, CF<sub>3</sub>, phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2 R<sup>6</sup>, and benzyl substituted with 0-2 R<sup>6</sup>;

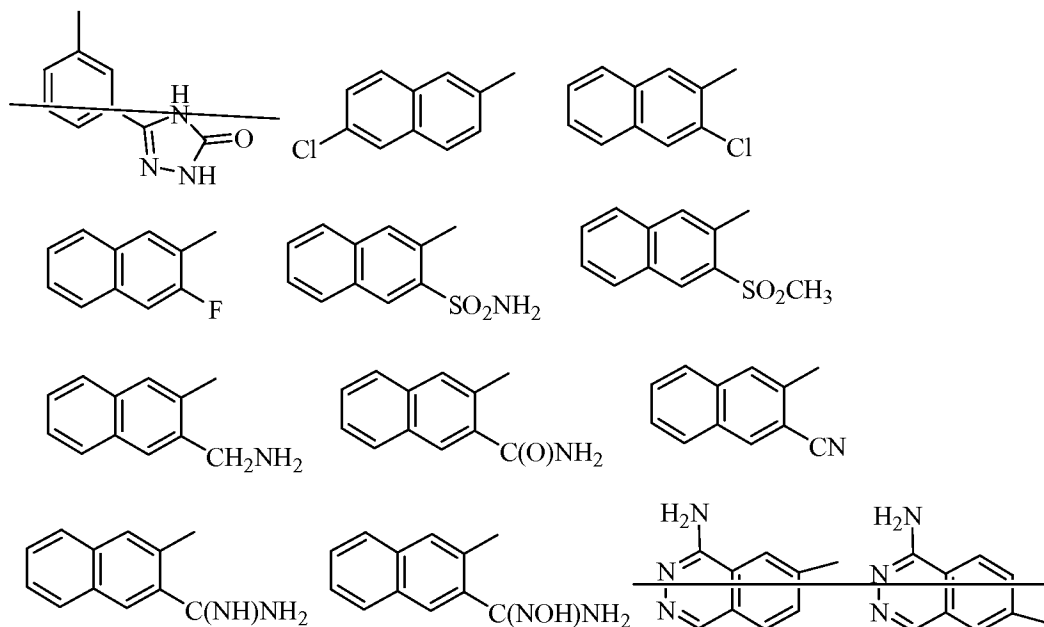
R<sup>5a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, OR<sup>3</sup>, CH<sub>2</sub>OR<sup>3</sup>, NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, C(O)R<sup>3</sup>, CH<sub>2</sub>C(O)R<sup>3</sup>, C(O)OR<sup>3c</sup>, CH<sub>2</sub>C(O)OR<sup>3c</sup>, NR<sup>3</sup>C(O)R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>C(O)R<sup>3a</sup>, C(O)NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>C(O)NR<sup>3</sup>R<sup>3a</sup>, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, phenyl substituted with 0-2 R<sup>6</sup>, naphthyl substituted with 0-2 R<sup>6</sup>, and benzyl substituted with 0-2 R<sup>6</sup>, provided that R<sup>5a</sup> does not form a S-N or S(O)<sub>p</sub>-C(O) bond; and

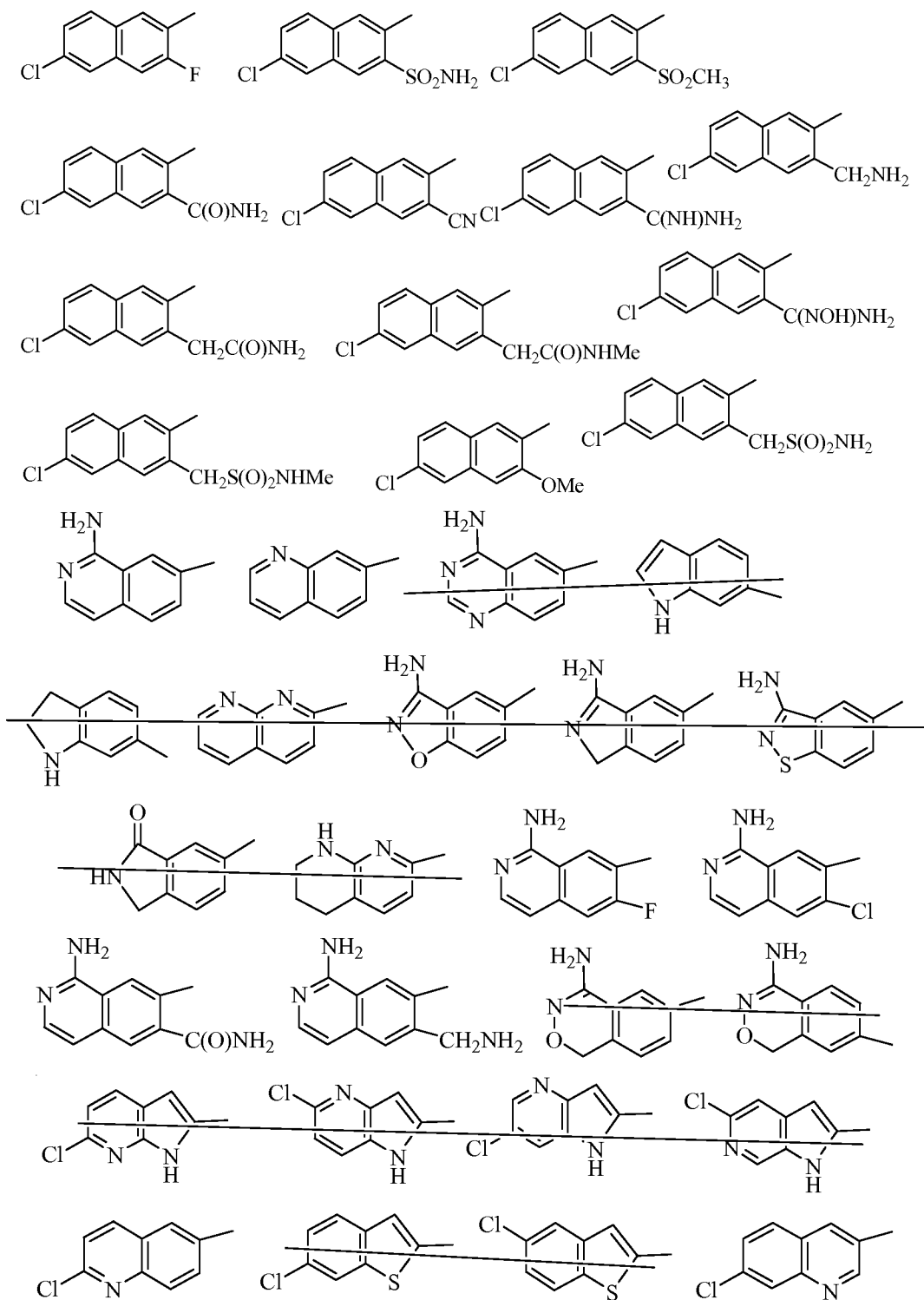
R<sup>6</sup>, at each occurrence, is selected from H, OH, OR<sup>2</sup>, F, Cl, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, C(CH<sub>3</sub>)<sub>3</sub>, -CN, NO<sub>2</sub>, NR<sup>2</sup>R<sup>2a</sup>, CH<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, C(O)R<sup>2b</sup>, CH<sub>2</sub>C(O)R<sup>2b</sup>, NR<sup>2</sup>C(O)R<sup>2b</sup>, NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2a</sup>, C(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, NR<sup>2</sup>SO<sub>2</sub>NR<sup>2</sup>R<sup>2a</sup>, and NR<sup>2</sup>SO<sub>2</sub>C<sub>1-4</sub> alkyl.

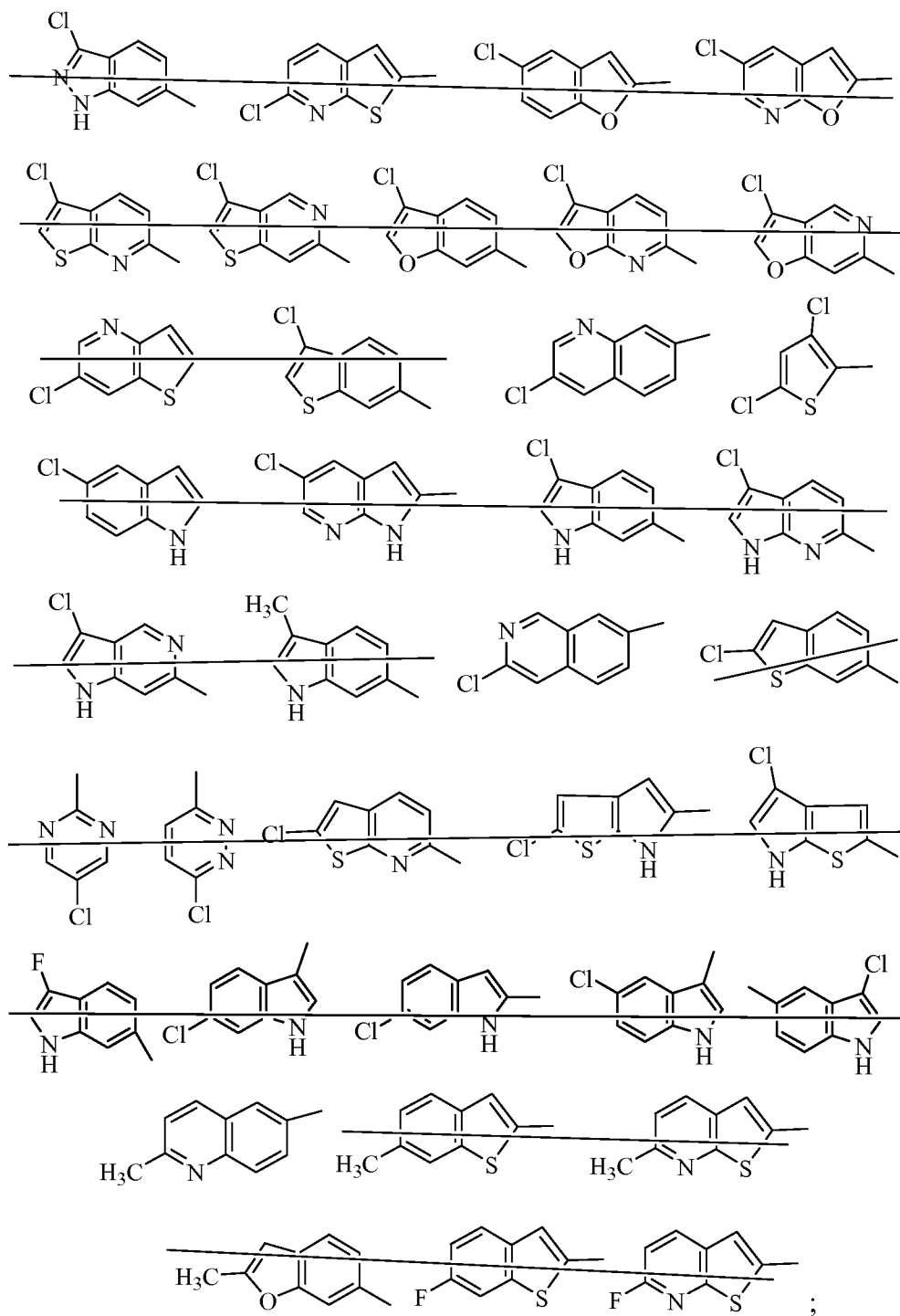
3. (Currently Amended) A compound according to Claim 2, wherein:

G is selected from: phenyl; 4-ethyl-phenyl; 2-aminomethyl-4-chloro-phenyl; 2-aminosulfonyl-4-chloro-phenyl; 2-amido-4-chloro-phenyl; 4-chloro-2-methylsulfonyl-phenyl; 2-aminosulfonyl-4-fluoro-phenyl;

2-amido-4-fluoro-phenyl; 4-fluoro-2-methylsulfonyl-phenyl;  
2-aminomethyl-4-bromo-phenyl; 2-aminosulfonyl-4-bromo-phenyl;  
2-amido-4-bromo-phenyl; 4-bromo-2-methylsulfonyl-phenyl;  
2-aminomethyl-4-methyl-phenyl; 2-aminosulfonyl-4-methyl-phenyl;  
2-amido-4-methyl-phenyl; 2-methylsulfonyl-4-methyl-phenyl; 4-fluoro-pyrid-2-yl;  
4-bromo-pyrid-2-yl; 4-methyl-pyrid-2-yl; 5-fluoro-thien-2-yl; 5-bromo-thien-2-yl;  
5-methyl-thien-2-yl; 2-amido-4-methoxy-phenyl; 2-amido-phenyl;  
2-aminomethyl-3-fluoro-phenyl; 2-aminomethyl-4-fluoro-phenyl;  
2-aminomethyl-5-fluoro-phenyl; 2-aminomethyl-6-fluoro-phenyl; 2-aminomethyl-phenyl;  
2-amino-pyrid-4-yl; 2-aminosulfonyl-4-methoxy-phenyl; 2-aminosulfonyl-phenyl;  
3-amido-phenyl; 3-amino-4-chloro-phenyl; 3-aminomethyl-phenyl; 3-chloro-phenyl;  
4-chloro-phenyl; 4-methoxy-phenyl; 2-methoxy-pyrid-5-yl; 5-chloro-pyrid-2-yl;  
5-chloro-thien-2-yl; 6-amino-5-chloro-pyrid-2-yl; 6-amino-pyrid-2-yl;  
2-cyano-4-chloro-phenyl; 2-methoxy-4-chloro-phenyl; 2-fluoro-4-chloro-phenyl;  
3-chloro-4-methyl-phenyl; 4-fluoro-phenyl; 3-fluoro-4-chloro-phenyl;  
3-methyl-4-chloro-phenyl; 3-fluoro-4-methyl-phenyl; 3,4-dimethyl-phenyl;  
3-chloro-4-fluoro-phenyl; 3-methyl-4-fluoro-phenyl; 4-methylsulfonyl-phenyl;  
**2-chlorothiazol-5-yl; 5-chlorothiazol-2-yl;**

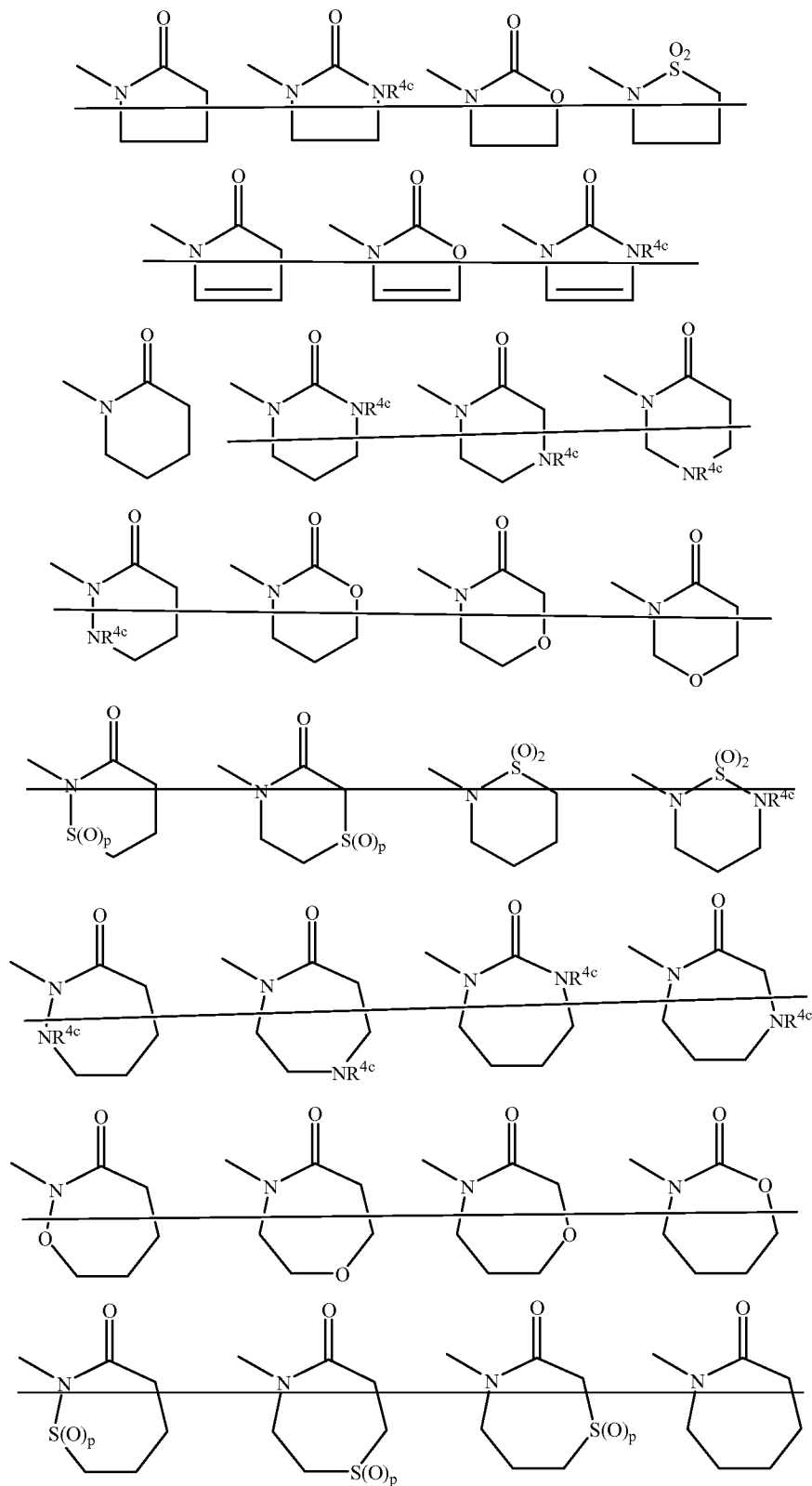


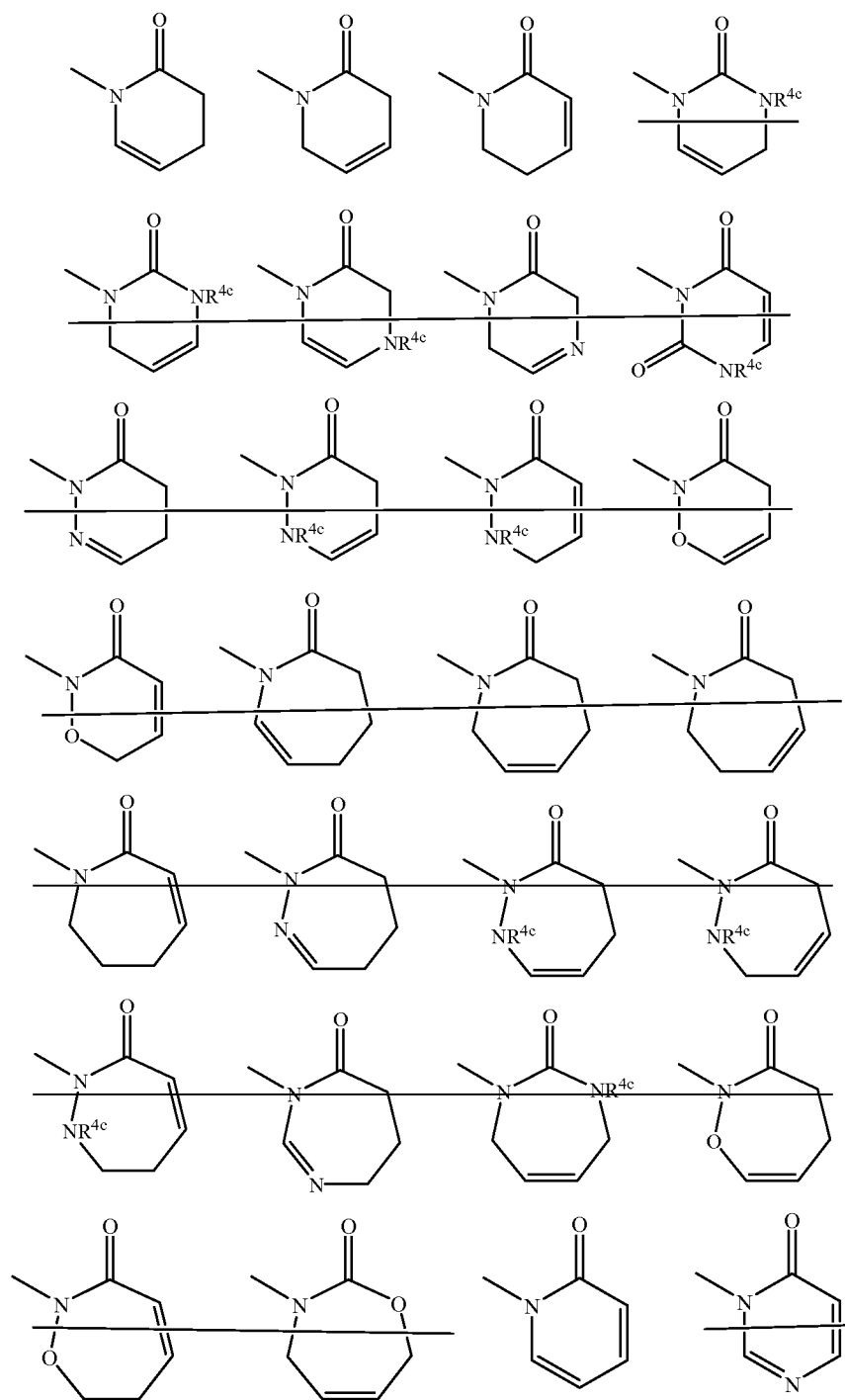




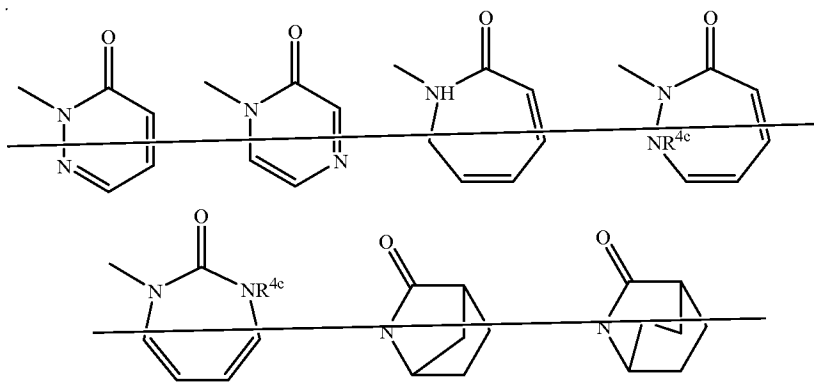
A is selected from the group: cyclohexyl, **piperidinyl**, **indolinyl**, phenyl, 2-**pyridyl**, 3-**pyridyl**, 2-**pyrimidyl**, 2-chloro-phenyl, 3-chloro-phenyl, 2-fluoro-phenyl, 3-fluoro-phenyl, 2-methylphenyl, 3-methylphenyl, 2-aminophenyl, 3-aminophenyl, 2-methoxyphenyl, and 3-methoxyphenyl;

B is attached to a different atom on A than M, is substituted with 0-2  $R^{4a}$ , and is selected from the group:









$G_1$  is selected from  $CH_2$ ,  $CH_2CH_2$ ,  $CH=CH$ ,  $CH_2O$ ,  $OCH_2$ ,  $C(O)$ ,  $NH$ ,  $CH_2NH$ ,  $NHCH_2$ ,  $CH_2C(O)$ ,  $C(O)CH_2$ ,  $C(O)NH$ ,  $NHC(O)$ ,  $NHC(O)NH$ ,  $NHC(O)CH_2C(O)NH$ ,  $C(O)NHS(O)_2$ ,  $CH_2S$ ,  $SCH_2$ ,  $CH_2S(O)$ ,  $S(O)_2$ ,  $CH_2S(O)_2$ ,  $S(O)_2(CH_2)$ ,  $SO_2NH$ ,  $NHSO_2$ ,  $NHCH_2C(O)NH$ ,  $NHC(O)C(O)NH$ ,  $NHC(O)C(S)NH$ , and  $NHC(S)C(O)NH$  and the right side of  $G_1$  is attached to ring  $G$ , provided that  $Z$  does not form a  $N-S$ ,  $NCH_2N$ ,  $NCH_2O$ , or  $NCH_2S$  bond with either group to which it is attached;

$Z$  is selected from  $CH_2$ ,  $CH_2CH_2$ ,  $CH_2O$ ,  $OCH_2$ ,  $C(O)$ ,  $NH$ ,  $CH_2NH$ ,  $NHCH_2$ ,  $CH_2C(O)$ ,  $C(O)CH_2$ ,  $C(O)NH$ ,  $NHC(O)$ ,  $NHC(O)NH$ ,  $NHC(O)CH_2C(O)NH$ ,  $C(O)NHS(O)_2$ ,  $CH_2S$ ,  $SCH_2$ ,  $CH_2S(O)$ ,  $S(O)_2$ ,  $CH_2S(O)_2$ ,  $S(O)_2(CH_2)$ ,  $SO_2NH$ , and  $NHSO_2$  and the right side of  $Z$  is attached to  $A$ , provided that  $Z$  does not form a  $N-S$ ,  $NCH_2N$ ,  $NCH_2O$ , or  $NCH_2S$  bond with either group to which it is attached;

$R^{1a}$  is selected from  $H$ ,  $R^{1b}$ ,  $CH(CH_3)R^{1b}$ ,  $C(CH_3)_2R^{1b}$ ,  $CH_2R^{1b}$ , and  $CH_2CH_2R^{1b}$ , provided that  $R^{1a}$  forms other than an  $N$ -halo,  $N-S$ , or  $N-CN$  bond;

~~alternatively, when two  $R^{1a}$  groups are attached to adjacent atoms, together with the atoms to which they are attached they form a 5-6 membered ring consisting of: carbon atoms and 0-2 heteroatoms selected from the group consisting of  $N$ ,  $O$ , and  $S(O)_p$ , this ring being substituted with 0-2  $R^{4b}$  and having 0-3 ring double bonds;~~

$R^{1b}$  is selected from  $H$ ,  $CH_3$ ,  $CH_2CH_3$ ,  $F$ ,  $Cl$ ,  $Br$ ,  $-CN$ ,  $-CHO$ ,  $CF_3$ ,  $OR^2$ ,  $NR^2R^{2a}$ ,  $C(O)R^{2b}$ ,  $CO_2R^{2b}$ ,  $OC(O)R^2$ ,  $CO_2R^{2a}$ ,  $S(O)_pR^{2b}$ ,  $NR^2(CH_2)_rOR^2$ ,  $NR^2C(O)R^{2b}$ ,  $C(O)NR^2R^{2a}$ ,  $C(O)NR^2R^{2b}$ ,  $C(S)NR^2R^{2a}$ ,  $SO_2NR^2R^{2a}$ ,  $NR^2SO_2R^2$ ,  $C_{3-5}$  cycloalkyl substituted with 0-2  $R^{4b}$ , and phenyl substituted with 0-2  $R^{4b}$ , ~~and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the~~

~~group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-2 R<sup>4b</sup>~~, provided that R<sup>1b</sup> forms other than an O-O, N-halo, N-S, or N-CN bond;

R<sup>2</sup>, at each occurrence, is selected from H, CF<sub>3</sub>, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, phenyl substituted with 0-2 R<sup>4b</sup>, and a benzyl substituted with 0-2 R<sup>4b</sup>, ~~and 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-2 R<sup>4b</sup>~~;

R<sup>2a</sup>, at each occurrence, is selected from H, CF<sub>3</sub>, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, C(CH<sub>3</sub>)<sub>3</sub>, C<sub>3-5</sub> cycloalkyl substituted with 0-1 R<sup>4b</sup>, benzyl substituted with 0-2 R<sup>4b</sup>, and phenyl substituted with 0-2 R<sup>4b</sup>, ~~and 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-2 R<sup>4b</sup>~~;

~~alternatively, NR<sup>2</sup>R<sup>2a</sup> forms a 4, 5, or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-2 R<sup>4b</sup> and consisting of: carbon atoms, the nitrogen atom to which R<sup>2</sup> and R<sup>2a</sup> are attached, and 0-1 additional heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>~~;

R<sup>2b</sup>, at each occurrence, is selected from CF<sub>3</sub>, C<sub>1-4</sub> alkoxy, C<sub>1-5</sub> alkyl substituted with 0-3 R<sup>4b</sup>, C<sub>3-5</sub> cycloalkyl substituted with 0-2 R<sup>4b</sup>, benzyl substituted with 0-2 R<sup>4b</sup>, and phenyl substituted with 0-2 R<sup>4b</sup>, ~~and 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-2 R<sup>4b</sup>~~;

R<sup>2c</sup>, at each occurrence, is selected from CF<sub>3</sub>, OH, OCH<sub>3</sub>, OCH<sub>2</sub>CH<sub>3</sub>, OCH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, OCH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, benzyl substituted with 0-2 R<sup>4b</sup>, and phenyl substituted with 0-2 R<sup>4b</sup>, ~~and 5-6 membered aromatic heterocycle containing from 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-2 R<sup>4b</sup>~~;

R<sup>4a</sup>, at each occurrence, is selected from H, =O, CH<sub>2</sub>OR<sup>2</sup>, OR<sup>2</sup>, F, Br, Cl, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>,

$C(CH_3)_3$ , -CN,  $NO_2$ ,  $NR^2R^{2a}$ ,  $CH_2NR^2R^{2a}$ ,  $C(O)R^{2c}$ ,  $NR^2C(O)R^{2b}$ ,  $C(O)NR^2R^{2a}$ ,  $NR^2C(O)NR^2R^{2a}$ ,  $SO_2NR^2R^{2a}$ , and  $-CF_3$ ;

$R^{4b}$ , at each occurrence, is selected from H, =O,  $OR^3$ ,  $CH_2OR^3$ , F, Cl,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ , -CN,  $NO_2$ ,  $NR^3R^{3a}$ ,  $CH_2NR^3R^{3a}$ ,  $C(O)R^3$ ,  $CH_2C(O)R^3$ ,  $C(O)OR^{3c}$ ,  $CH_2C(O)OR^{3c}$ ,  $NR^3C(O)R^{3a}$ ,  $CH_2NR^3C(O)R^{3a}$ ,  $C(O)NR^3R^{3a}$ ,  $CH_2C(O)NR^3R^{3a}$ ,  $SO_2NR^3R^{3a}$ ,  $CH_2SO_2NR^3R^{3a}$ ,  $NR^3SO_2-C_{1-4}$  alkyl,  $CH_2NR^3SO_2-C_{1-4}$  alkyl,  $NR^3SO_2$ -phenyl,  $CH_2NR^3SO_2$ -phenyl,  $S(O)_pCF_3$ ,  $CH_2S(O)_pCF_3$ ,  $S(O)_p-C_{1-4}$  alkyl,  $CH_2S(O)_p-C_{1-4}$  alkyl,  $S(O)_p$ -phenyl,  $CH_2S(O)_p$ -phenyl, and  $CF_3$ ;

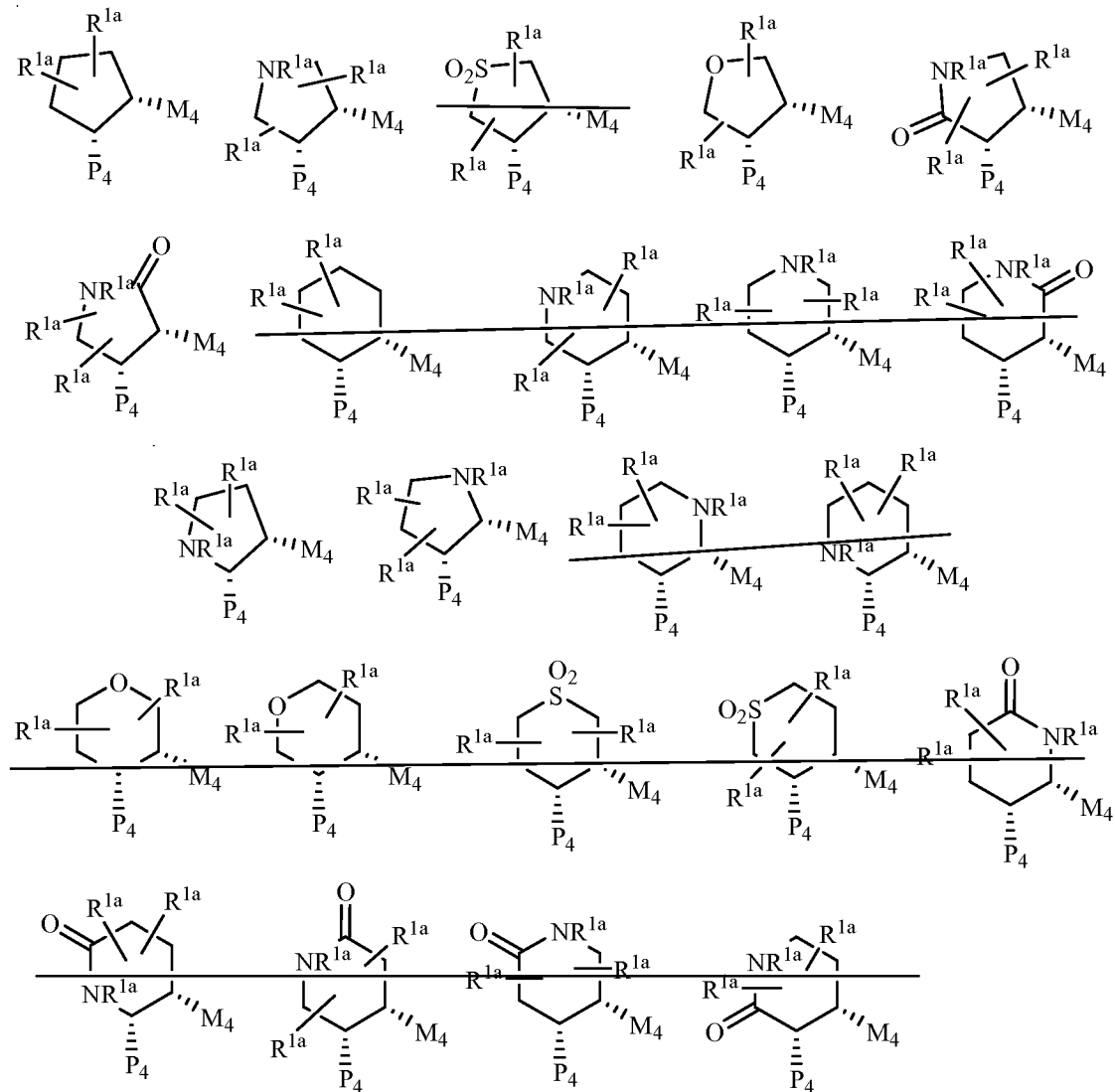
$R^{4c}$ , at each occurrence, is selected from H,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $CH_2CH_2CH_2CH_3$ ,  $CH_2CH(CH_3)_2$ ,  $CH(CH_3)CH_2CH_3$ ,  $C(CH_3)_3$ ,  $CH_2OR^2$ ,  $CH_2F$ ,  $CH_2Br$ ,  $CH_2Cl$ ,  $CH_2CN$ ,  $CH_2NO_2$ ,  $CH_2NR^2R^{2a}$ ,  $C(O)R^{2c}$ ,  $CH_2C(O)R^{2c}$ ,  $CH_2NR^2C(O)R^{2b}$ ,  $C(O)NR^2R^{2a}$ ,  $CH_2C(O)NR^2R^{2a}$ ,  $SO_2NR^2R^{2a}$ ,  $CH_2SO_2NR^2R^{2a}$ ,  $S(O)_pR^{5a}$ ,  $CH_2S(O)_pR^{5a}$ ,  $CF_3$ , phenyl substituted with 0-1  $R^5$ , and benzyl substituted with 0-1  $R^5$ ;

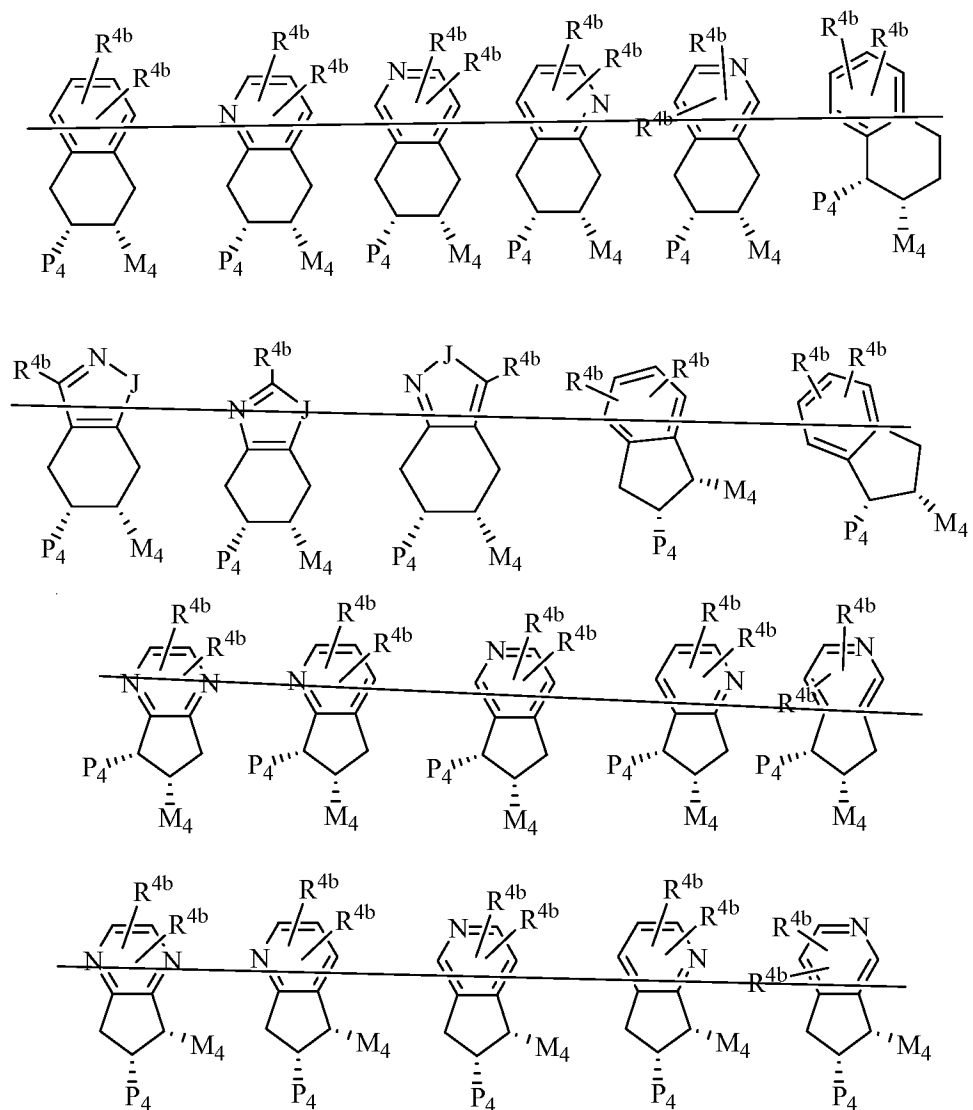
$R^5$ , at each occurrence, is selected from H, =O,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $OR^3$ ,  $CH_2OR^3$ , F, Cl, -CN,  $NO_2$ ,  $NR^3R^{3a}$ ,  $CH_2NR^3R^{3a}$ ,  $C(O)R^3$ ,  $CH_2C(O)R^3$ ,  $C(O)OR^{3c}$ ,  $CH_2C(O)OR^{3c}$ ,  $NR^3C(O)R^{3a}$ ,  $C(O)NR^3R^{3a}$ ,  $SO_2NR^3R^{3a}$ ,  $NR^3SO_2-C_{1-4}$  alkyl,  $NR^3SO_2CF_3$ ,  $NR^3SO_2$ -phenyl,  $S(O)_pCF_3$ ,  $S(O)_p-C_{1-4}$  alkyl,  $S(O)_p$ -phenyl,  $CF_3$ , phenyl substituted with 0-2  $R^6$ , naphthyl substituted with 0-2  $R^6$ , and benzyl substituted with 0-2  $R^6$ ;

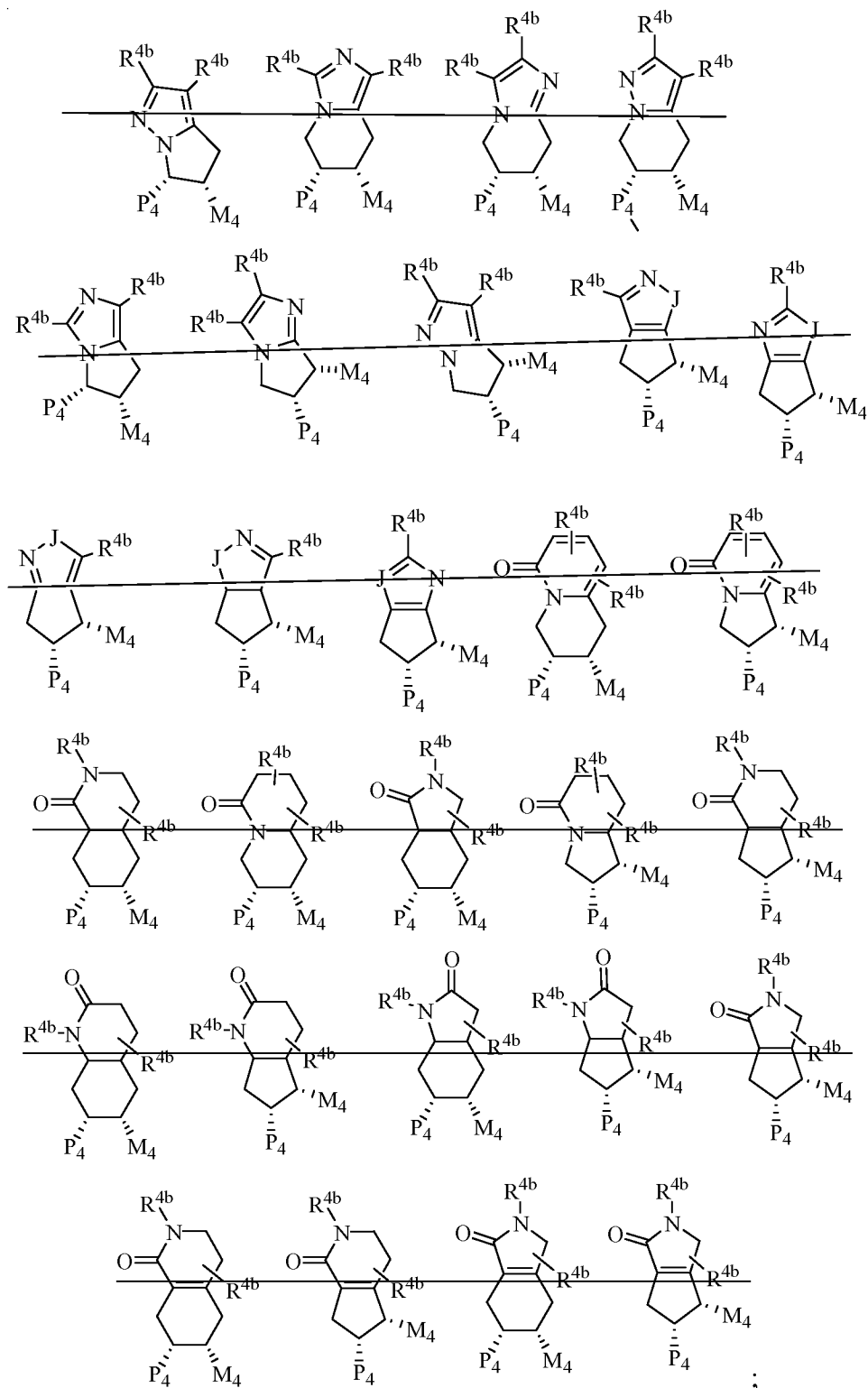
$R^{5a}$ , at each occurrence, is selected from  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ ,  $OR^3$ ,  $NR^3R^{3a}$ ,  $C(O)R^3$ ,  $NR^3C(O)R^{3a}$ ,  $C(O)NR^3R^{3a}$ ,  $CF_3$ , phenyl substituted with 0-2  $R^6$ , naphthyl substituted with 0-2  $R^6$ , and benzyl substituted with 0-2  $R^6$ , provided that  $R^{5a}$  does not form a S-N or  $S(O)_p-C(O)$  bond; and

$R^6$ , at each occurrence, is selected from H, OH,  $OR^2$ , F, Cl,  $CH_3$ ,  $CH_2CH_3$ ,  $CH_2CH_2CH_3$ ,  $CH(CH_3)_2$ , -CN,  $NO_2$ ,  $NR^2R^{2a}$ ,  $CH_2NR^2R^{2a}$ ,  $C(O)R^{2b}$ ,  $CH_2C(O)R^{2b}$ ,  $NR^2C(O)R^{2b}$ ,  $SO_2NR^2R^{2a}$ , and  $NR^2SO_2C_{1-4}$  alkyl.

4. (Currently Amended) A compound according to Claim 3, wherein the compound is selected from:

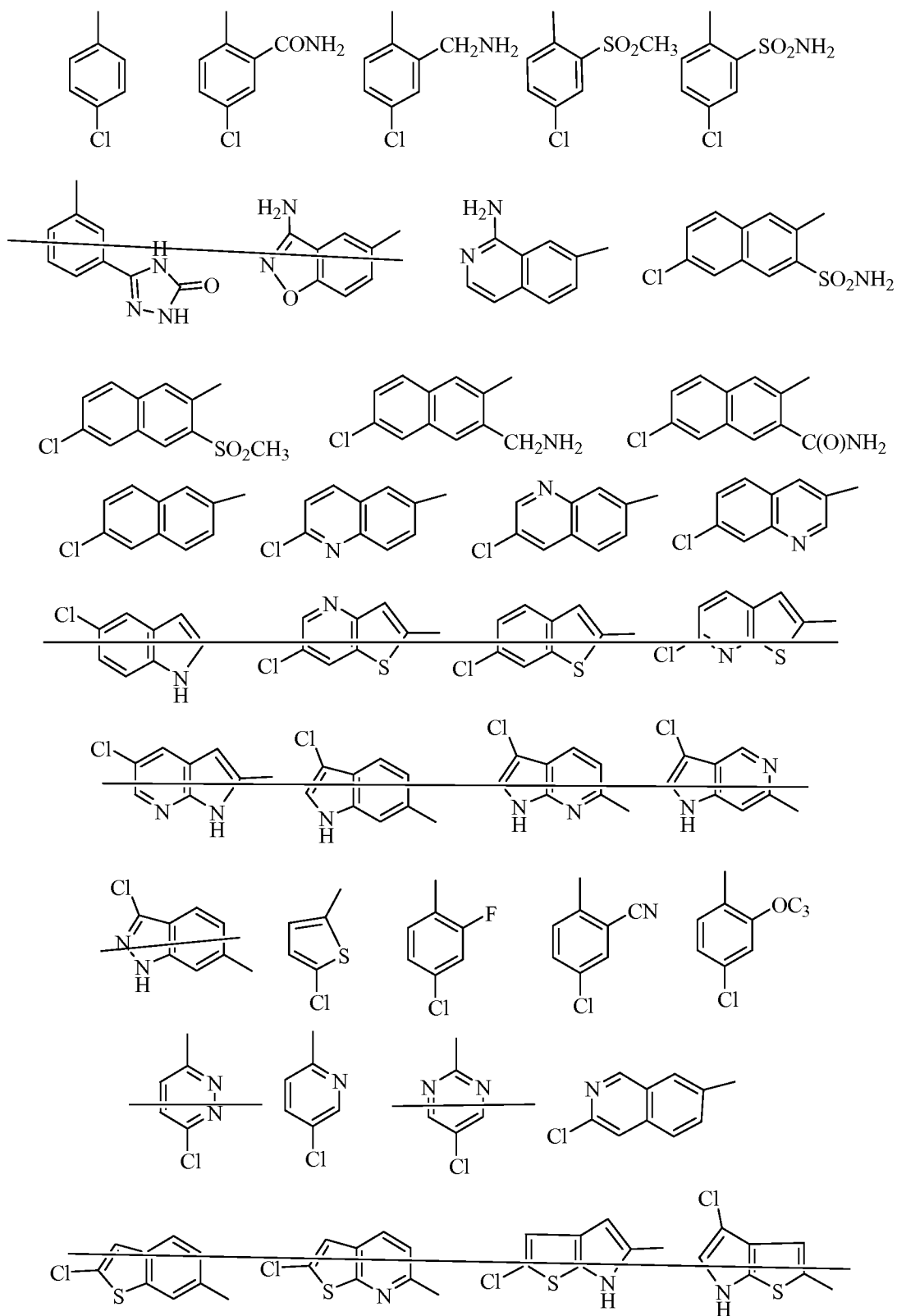


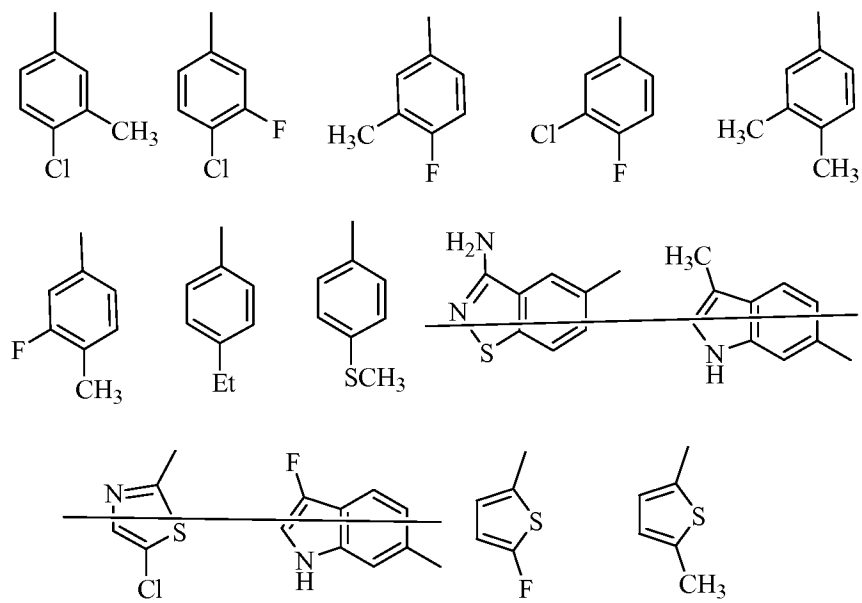




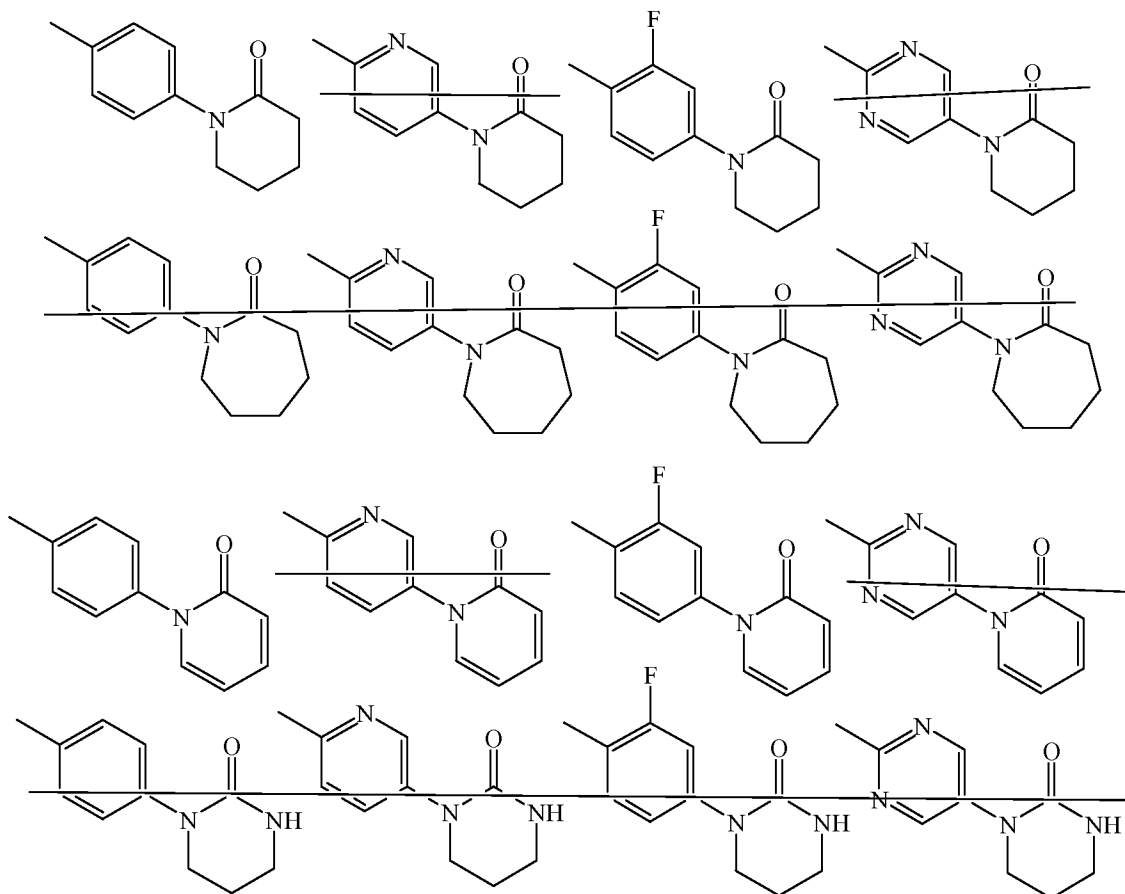
**J is selected from O, S, NH, and  $NR^{1a}$ ;**

G is selected from:

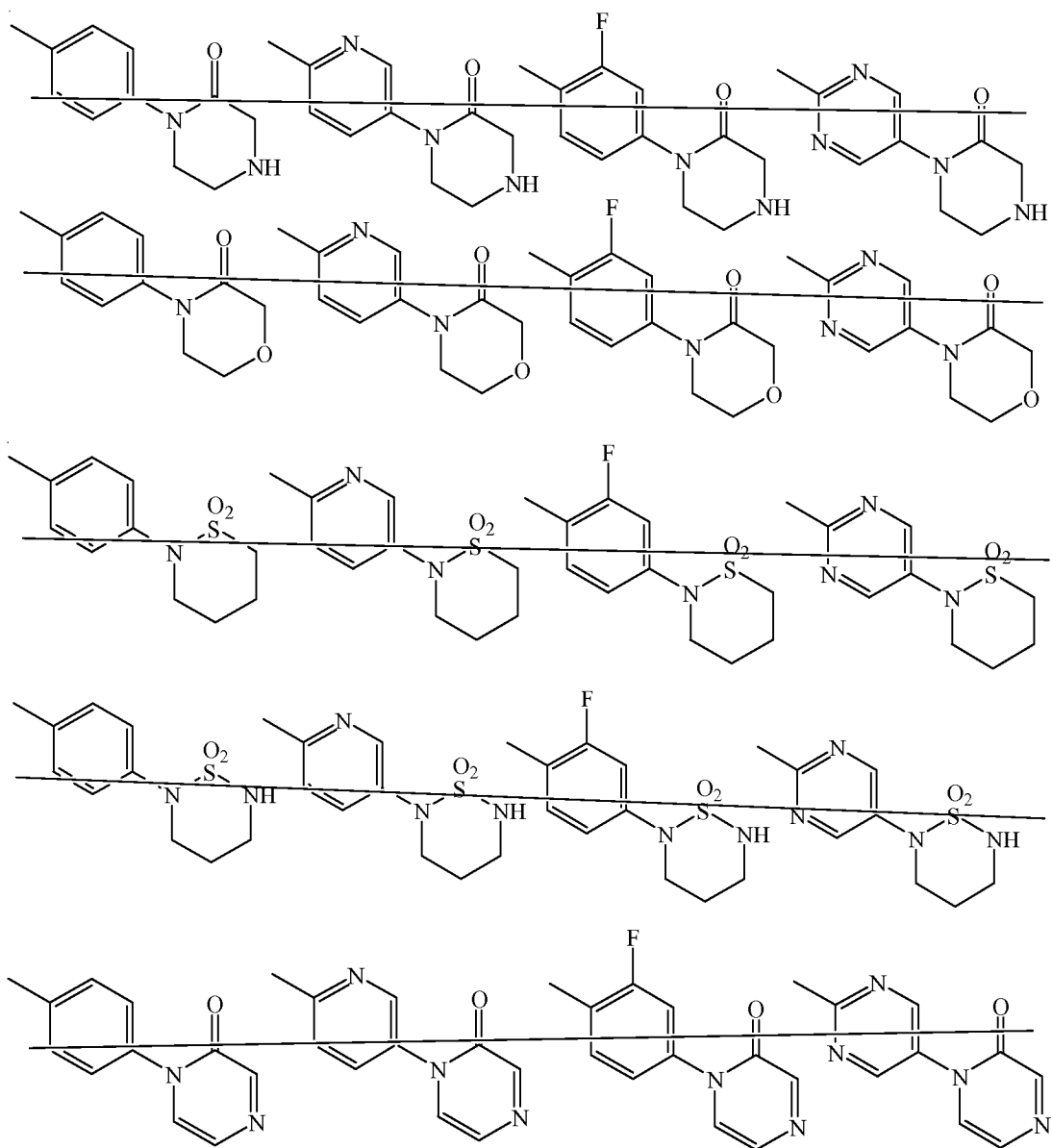


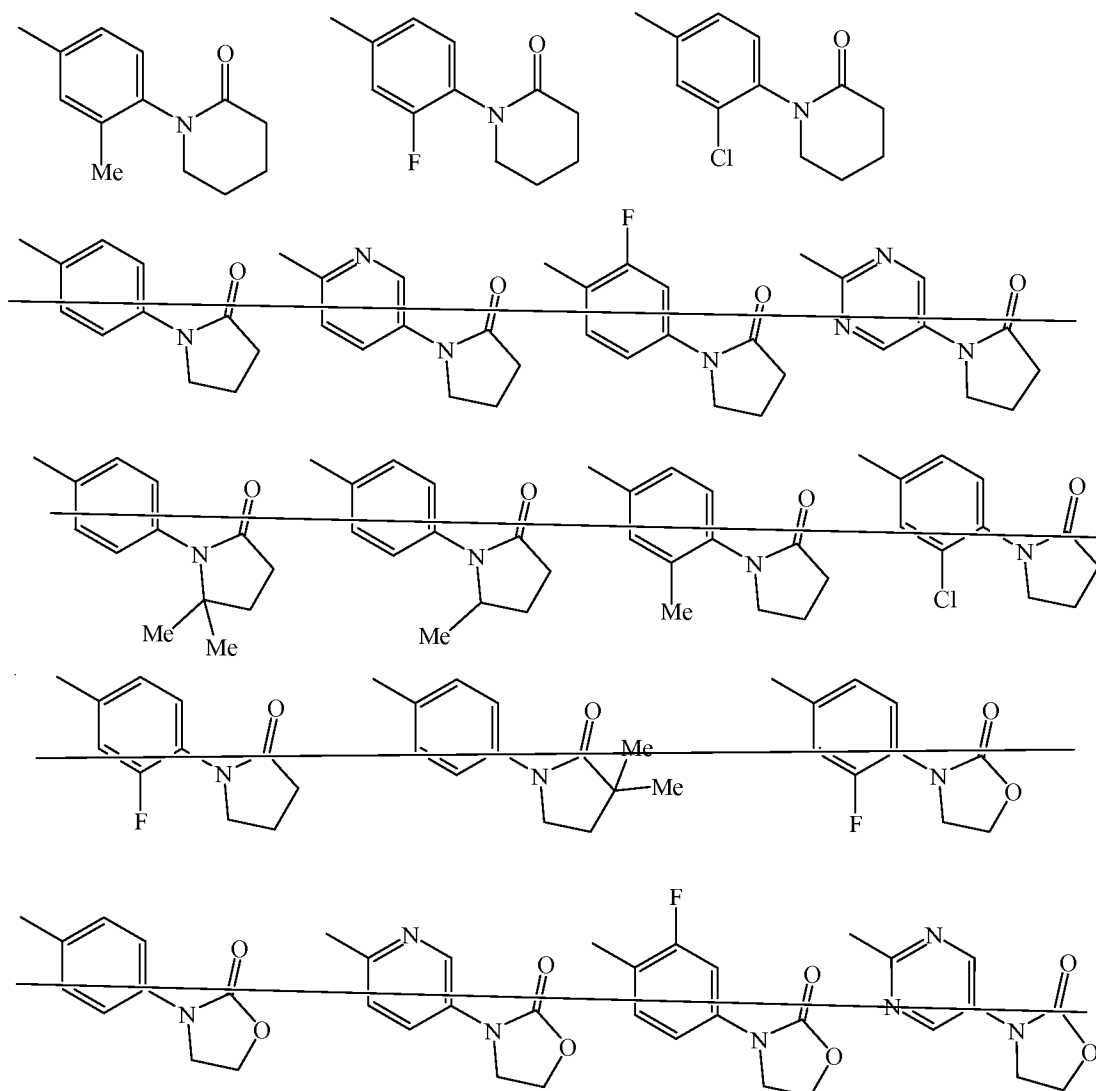


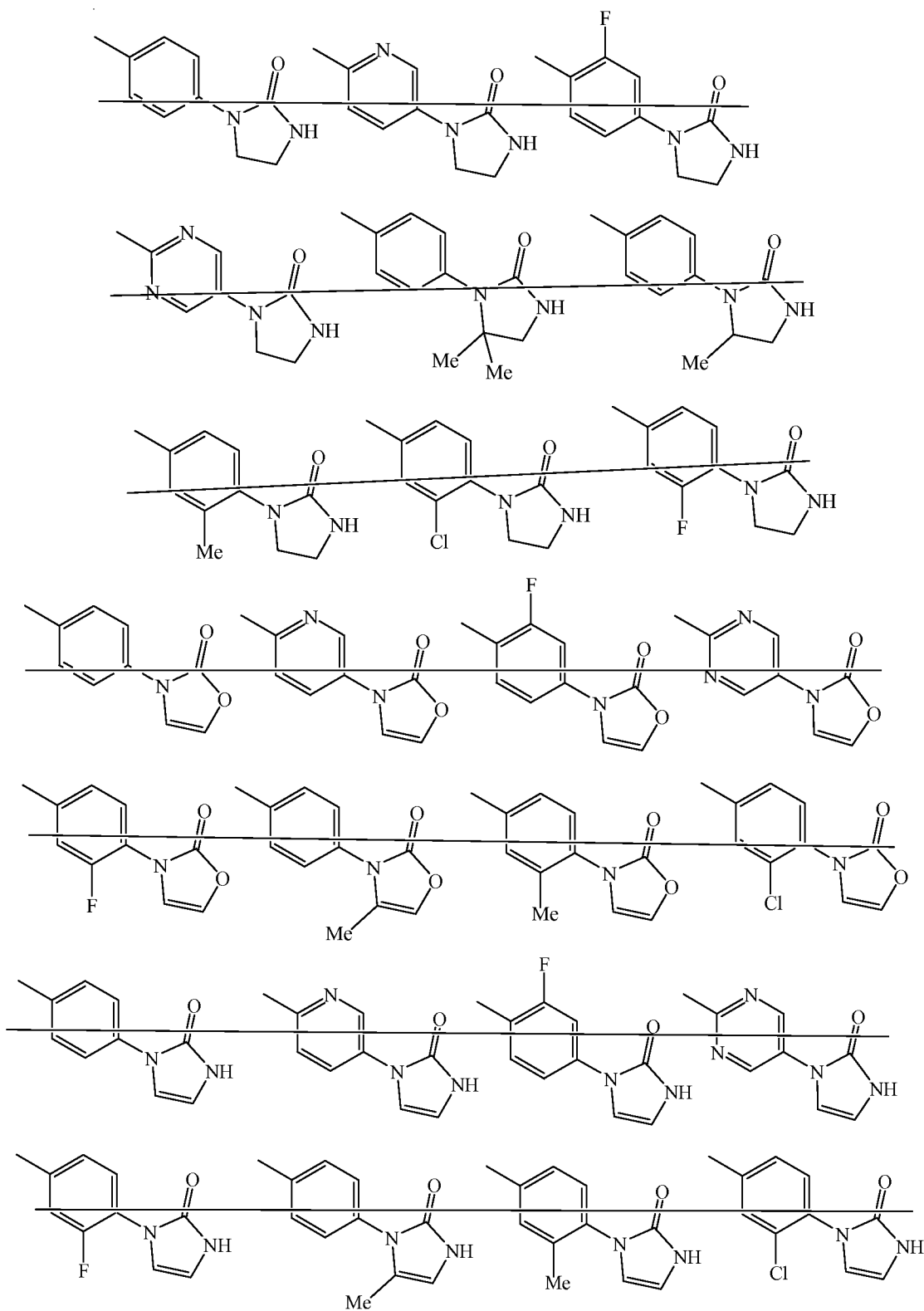
A-B is selected from:

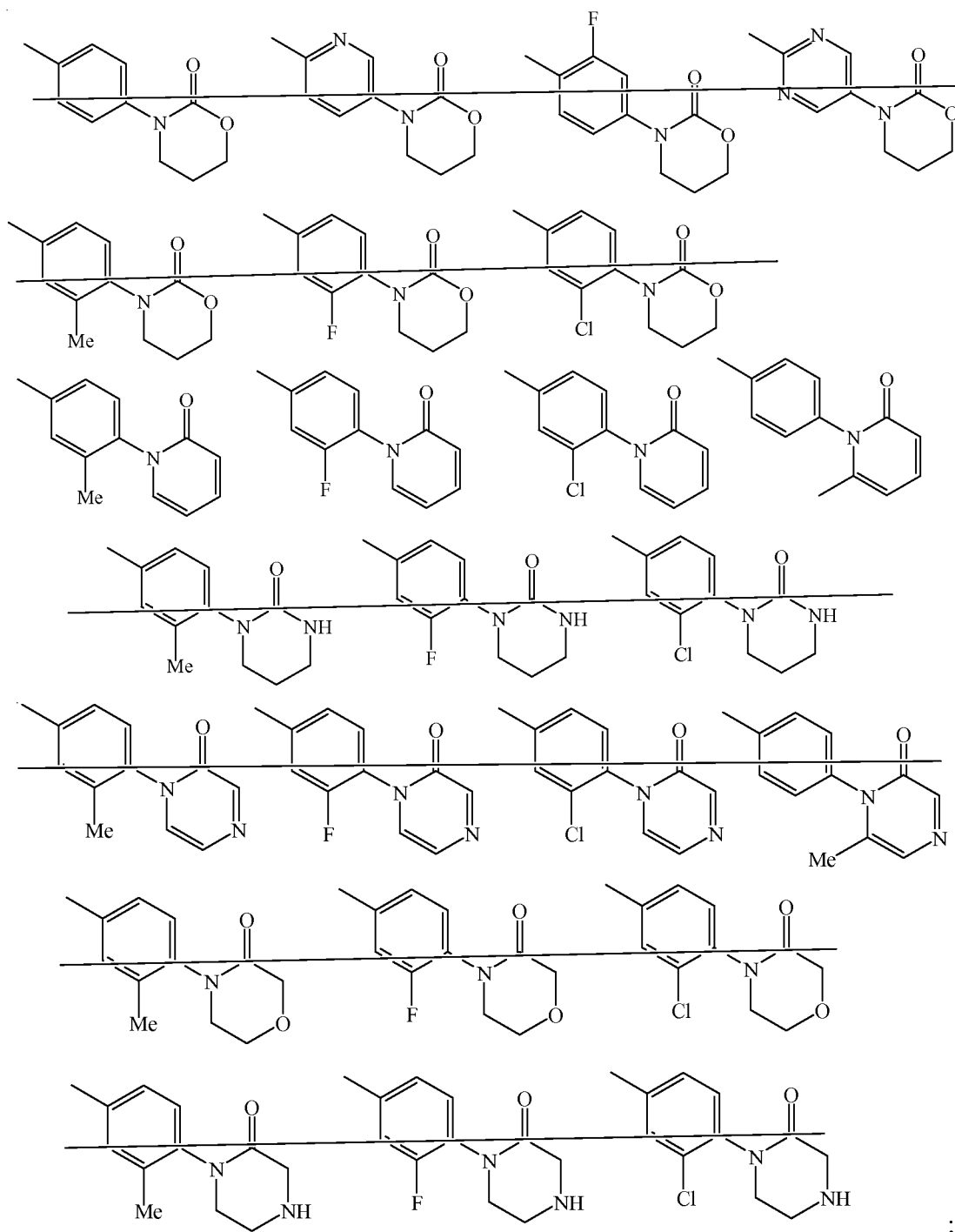












$G_1$  is selected from  $CH=CH$ ,  $CH_2C(O)$ ,  $C(O)CH_2$ ,  $NH$ ,  $C(O)NH$ ,  $NHC(O)$ ,  $CH_2S$ ,  $SCH_2$ ,  $CH_2S(O)$ ,  $CH_2SO_2$ ,  $SO_2NH$ ,  $NHSO_2$ ,  $NHCH_2C(O)NH$ ,  $NHC(O)C(O)NH$ ,  $NHC(O)C(S)NH$ , and  $NHC(S)C(O)NH$  and the right side of  $G_1$  is attached to ring  $G$ , provided that  $Z$  does not form a  $N-S$ ,  $NCH_2N$ ,  $NCH_2O$ , or  $NCH_2S$  bond with either group to which it is attached;

Z is selected from  $\text{CH}_2\text{C}(\text{O})$ ,  $\text{C}(\text{O})\text{CH}_2$ ,  $\text{NH}$ ,  $\text{C}(\text{O})\text{NH}$ ,  $\text{NHC}(\text{O})$ ,  $\text{CH}_2\text{S}$ ,  $\text{SCH}_2$ ,  $\text{CH}_2\text{S}(\text{O})$ ,  $\text{CH}_2\text{SO}_2$ ,  $\text{SO}_2\text{NH}$ , and  $\text{NHSO}_2$  and the right side of Z is attached to A, provided that Z does not form a N-S,  $\text{NCH}_2\text{N}$ ,  $\text{NCH}_2\text{O}$ , or  $\text{NCH}_2\text{S}$  bond with either group to which it is attached;

$\text{R}^{1a}$  is selected from H,  $\text{R}^{1b}$ ,  $\text{C}(\text{CH}_3)_2\text{R}^{1b}$ ,  $\text{CH}_2\text{R}^{1b}$ , and  $\text{CH}_2\text{CH}_2\text{R}^{1b}$ , provided that  $\text{R}^{1a}$  forms other than an N-halo, N-S, or N-CN bond;

$\text{R}^{1b}$  is selected from  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ , F, Cl, Br, -CN,  $\text{CF}_3$ ,  $\text{OR}^2$ ,  $\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{R}^{2b}$ ,  $\text{CO}_2\text{R}^{2b}$ ,  $\text{CO}_2\text{R}^{2a}$ ,  $\text{S}(\text{O})_p\text{R}^{2b}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2a}$ ,  $\text{C}(\text{O})\text{NR}^2\text{R}^{2b}$ ,  $\text{C}(\text{S})\text{NR}^2\text{R}^{2a}$ ,  $\text{SO}_2\text{NR}^2\text{R}^{2a}$ ,  $\text{NR}^2\text{SO}_2\text{R}^2$ , and cyclopropyl substituted with 0-2  $\text{R}^{4b}$ , ~~and 5-6 membered aromatic heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-2  $\text{R}^{4b}$~~ , provided that  $\text{R}^{1b}$  forms other than an O-O, N-halo, N-S, or N-CN bond;

$\text{R}^2$ , at each occurrence, is selected from H,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ , phenyl substituted with 0-1  $\text{R}^{4b}$ , and benzyl substituted with 0-1  $\text{R}^{4b}$ , ~~and 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-1  $\text{R}^{4b}$~~ ;

$\text{R}^{2a}$ , at each occurrence, is selected from H,  $\text{CH}_3$ ,  $\text{CH}_2\text{CH}_3$ ,  $\text{CH}_2\text{CH}_2\text{CH}_3$ ,  $\text{CH}(\text{CH}_3)_2$ ,  $\text{C}(\text{CH}_3)_3$ , cyclopropyl, benzyl substituted with 0-1  $\text{R}^{4b}$ , and phenyl substituted with 0-1  $\text{R}^{4b}$ , ~~and 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ , and substituted with 0-1  $\text{R}^{4b}$~~ ;

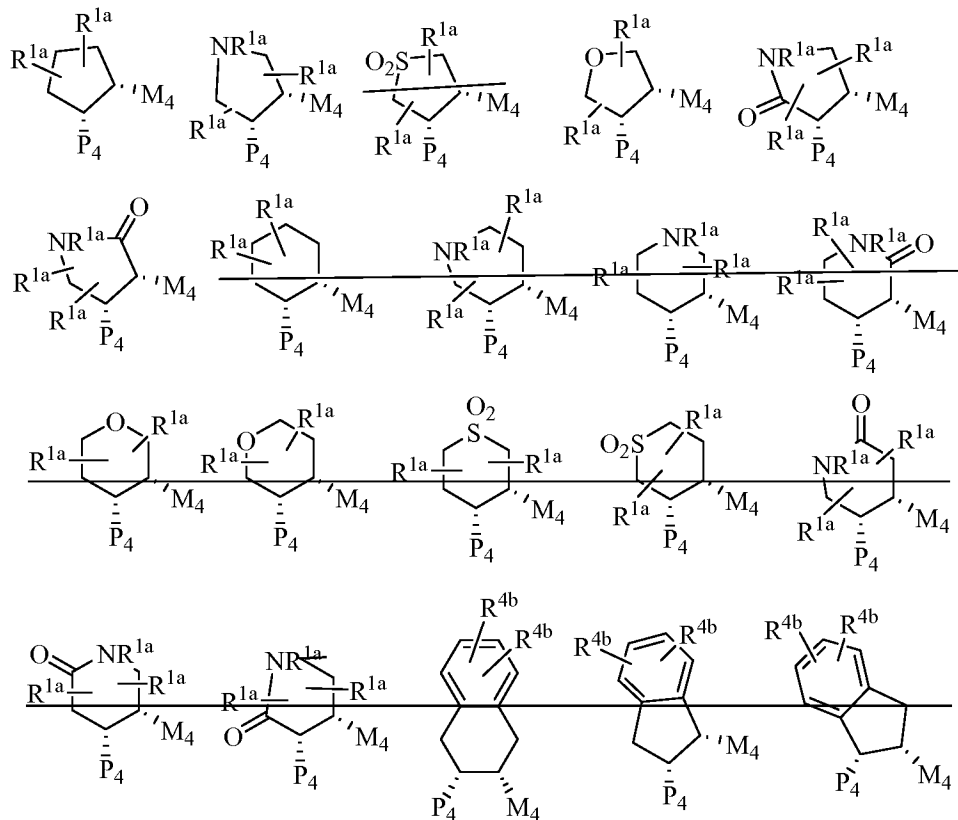
~~alternatively,  $\text{NR}^2\text{R}^{2a}$  forms a 4, 5, or 6 membered saturated, partially saturated, or unsaturated ring substituted with 0-1  $\text{R}^{4b}$  and consisting of: carbon atoms, the nitrogen atom to which  $\text{R}^2$  and  $\text{R}^{2a}$  are attached, and 0-1 additional heteroatoms selected from the group consisting of N, O, and  $\text{S}(\text{O})_p$ ;~~

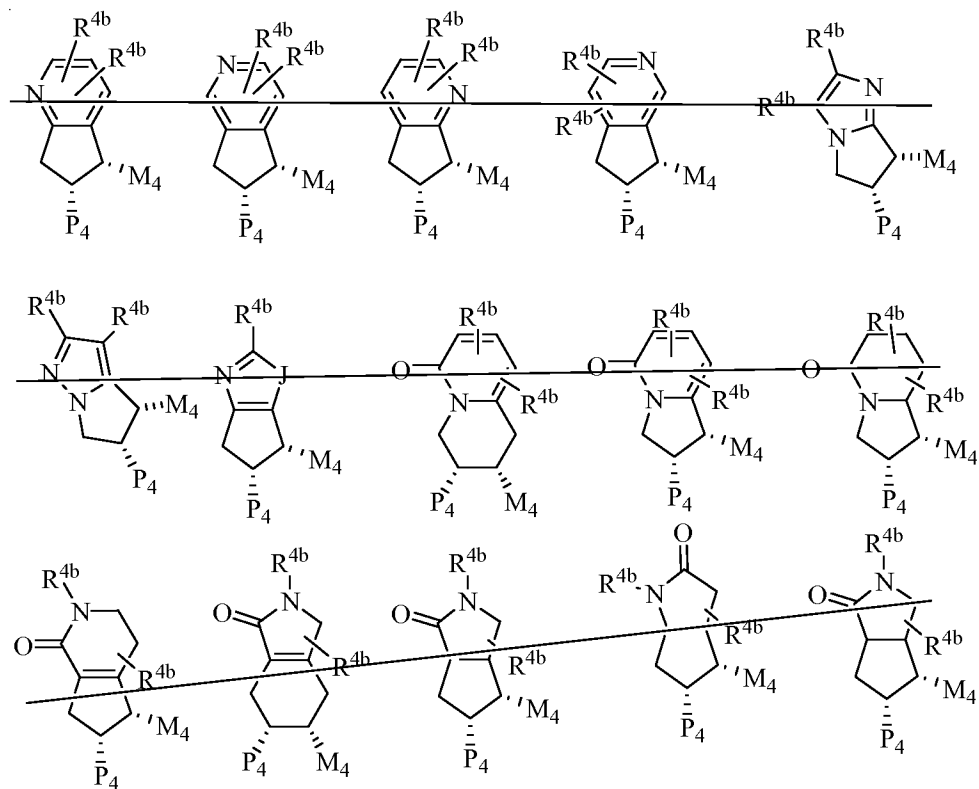
$\text{R}^{2b}$ , at each occurrence, is selected from  $\text{CF}_3$ , OH,  $\text{OCH}_3$ ,  $\text{OCH}_2\text{CH}_3$ ,  $\text{OCH}_2\text{CH}_2\text{CH}_3$ ,  $\text{OCH}(\text{CH}_3)_2$ ,  $\text{C}_{1-5}$  alkyl substituted with 0-3  $\text{R}^{4b}$ ,  $\text{C}_{3-5}$  cycloalkyl substituted with 0-1  $\text{R}^{4b}$ , benzyl substituted with 0-1  $\text{R}^{4b}$ , and phenyl substituted with 0-1  $\text{R}^{4b}$ , ~~and 5-6~~

~~membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)<sub>p</sub>, and substituted with 0-1 R<sup>4b</sup>; and~~

R<sup>4b</sup>, at each occurrence, is selected from H, =O, OR<sup>3</sup>, CH<sub>2</sub>OR<sup>3</sup>, F, Cl, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CH(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>, NR<sup>3</sup>R<sup>3a</sup>, CH<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, C(O)R<sup>3</sup>, C(O)OR<sup>3c</sup>, NR<sup>3</sup>C(O)R<sup>3a</sup>, C(O)NR<sup>3</sup>R<sup>3a</sup>, SO<sub>2</sub>NR<sup>3</sup>R<sup>3a</sup>, NR<sup>3</sup>SO<sub>2</sub>-C<sub>1-4</sub> alkyl, NR<sup>3</sup>SO<sub>2</sub>-phenyl, S(O)<sub>p</sub>-C<sub>1-4</sub> alkyl, S(O)<sub>p</sub>-phenyl, and CF<sub>3</sub>.

5. (Currently Amended) A compound according to Claim 4, wherein the compound is selected from:

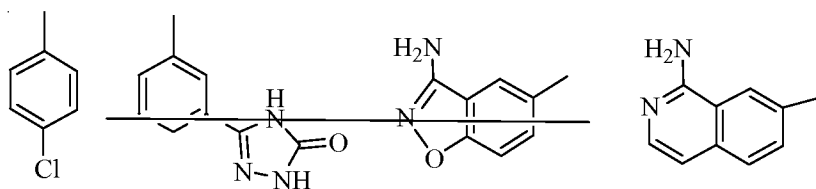


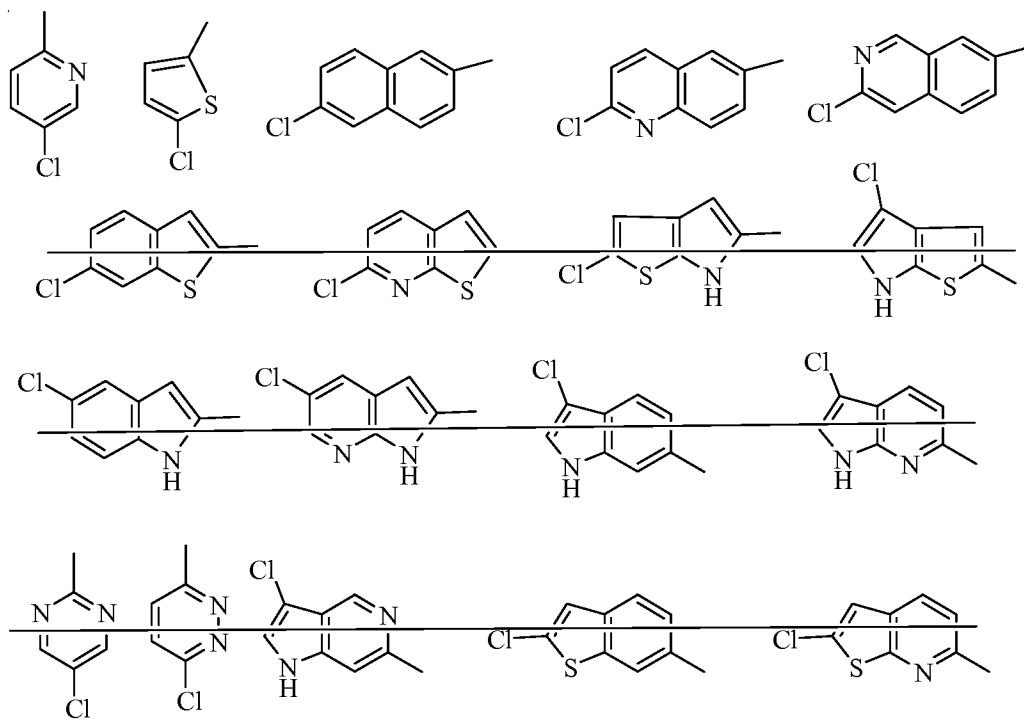


$P_4$  is  $G_1$ -G;

$M_4$  is Z-A-B;

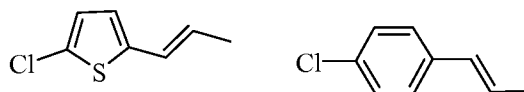
G is selected from:





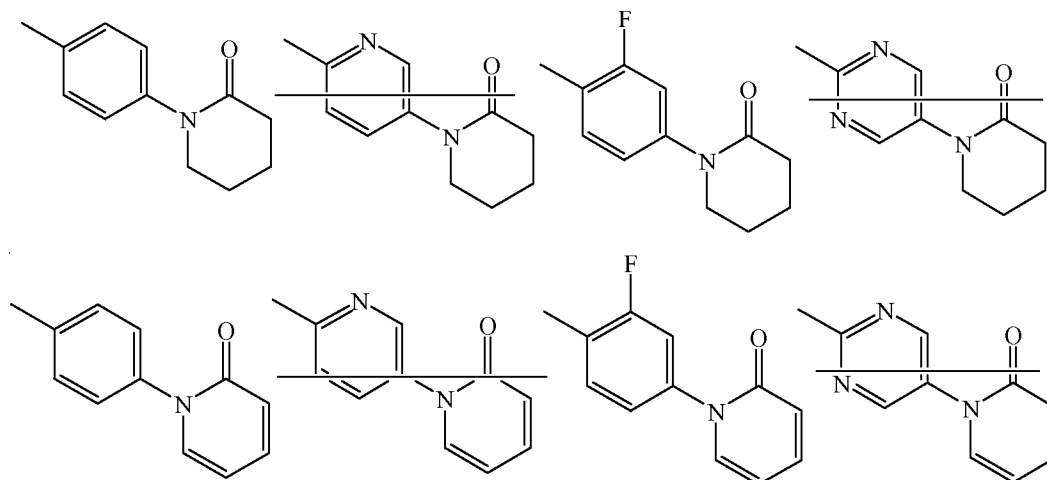
$G_1$  is NHCO or NHCOCONH;

alternatively, G-G<sub>1</sub>-is selected from:

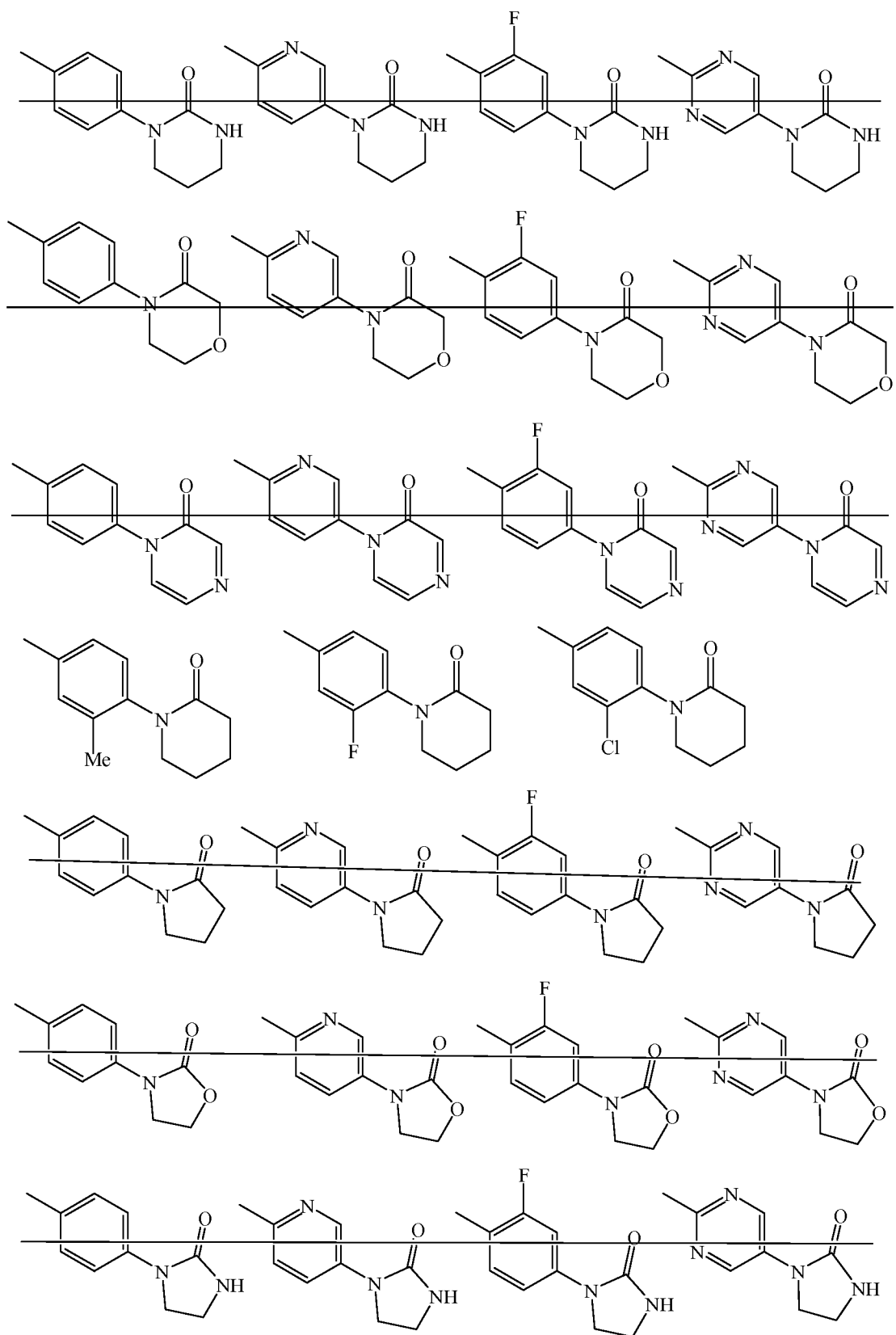


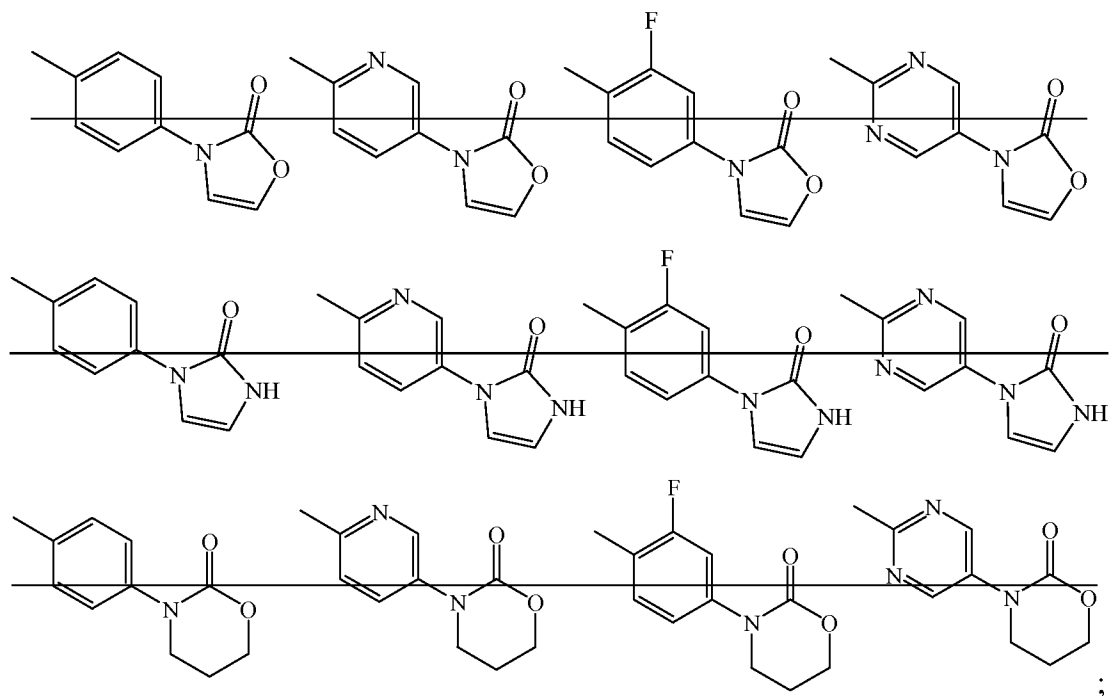
Z is NHCO or CONH;

A-B is selected from:



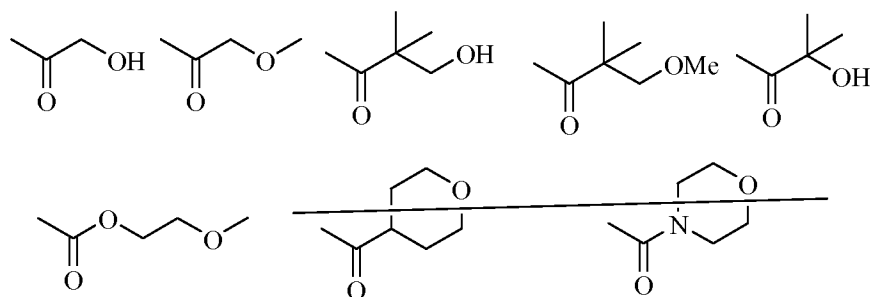


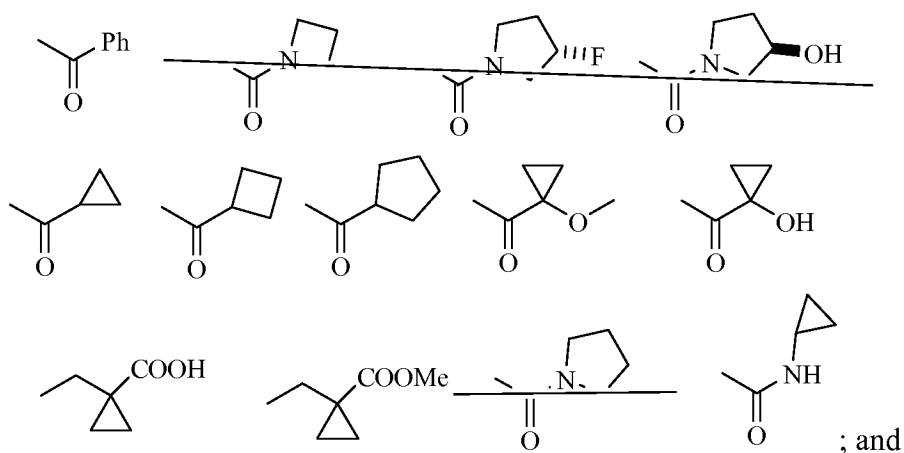




$R^{1a}$  is selected from H, CH<sub>3</sub>, CH<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, OCH<sub>3</sub>, CH<sub>2</sub>OH, CH<sub>2</sub>CH<sub>2</sub>OH, C(CH<sub>3</sub>)<sub>2</sub>OH, CH<sub>2</sub>OCH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>OCH<sub>3</sub>, NH<sub>2</sub>, CH<sub>2</sub>NH<sub>2</sub>, NHCH<sub>3</sub>, CH<sub>2</sub>NHCH<sub>3</sub>, N(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, CO<sub>2</sub>H, CH<sub>2</sub>CO<sub>2</sub>H, CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>H, CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, COCH<sub>3</sub>, COCH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, COCF<sub>3</sub>, CO<sub>2</sub>CH<sub>3</sub>, CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, CO<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, CO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, CH<sub>2</sub>CO<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, S(O)<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>S(O)<sub>2</sub>CH<sub>3</sub>, C(O)NH<sub>2</sub>, CONH(CH<sub>3</sub>), CONH(CH<sub>2</sub>CH<sub>3</sub>), CONHC(CH<sub>3</sub>)<sub>3</sub>, CON(CH<sub>3</sub>)<sub>2</sub>, CON(CH<sub>3</sub>)(CH<sub>2</sub>CH<sub>3</sub>), CON(CH<sub>3</sub>)CH(CH<sub>3</sub>)<sub>2</sub>, CH<sub>2</sub>C(O)NH<sub>2</sub>, CH<sub>2</sub>CON(CH<sub>3</sub>)<sub>2</sub>, CSN(CH<sub>3</sub>)<sub>2</sub>, SO<sub>2</sub>NH<sub>2</sub>, CH<sub>2</sub>SO<sub>2</sub>NH<sub>2</sub>, NHSO<sub>2</sub>CH<sub>3</sub>, CH<sub>2</sub>NHSO<sub>2</sub>CH<sub>3</sub>, SO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, SO<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, SO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, SO<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, SO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>OH, SO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>OCH<sub>3</sub>, SO<sub>2</sub>Ph, SO<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, and SO<sub>2</sub>CF<sub>2</sub>CF<sub>3</sub>;

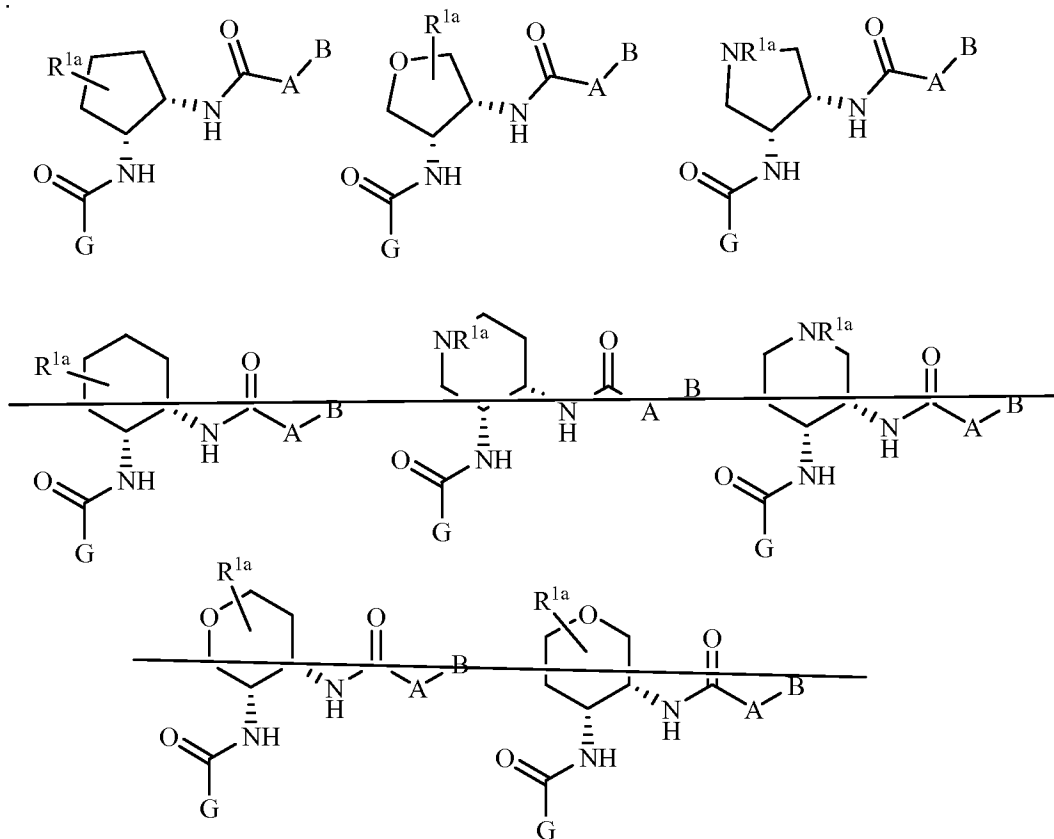
alternatively,  $R^{1a}$  is selected from:

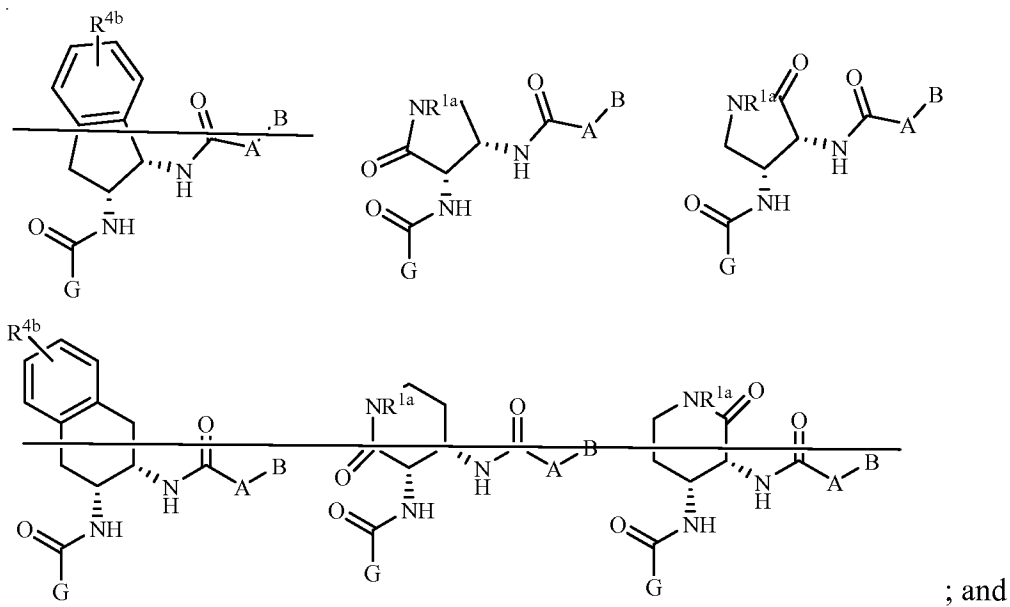




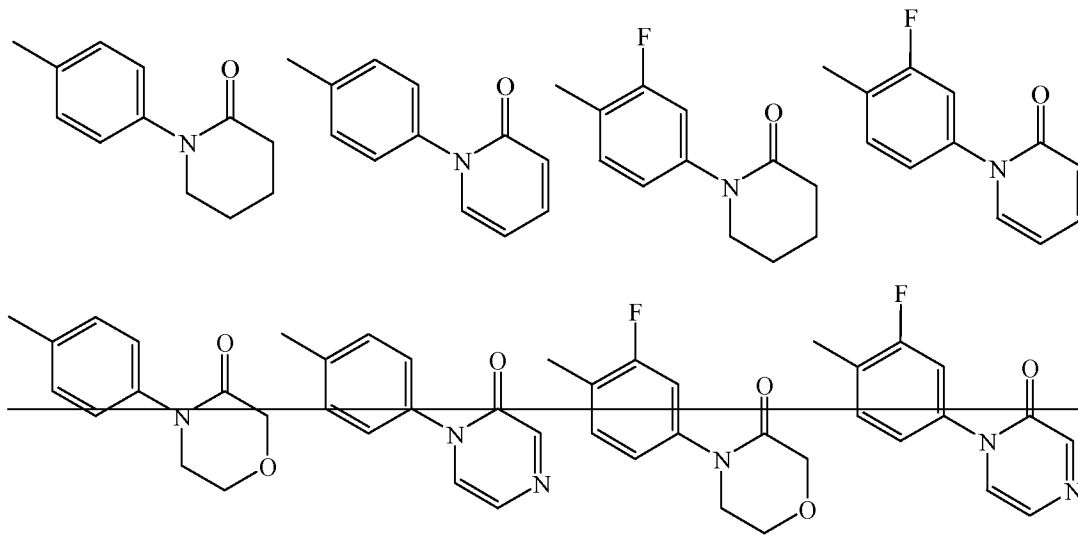
$R^{4b}$ , at each occurrence, is selected from H, =O,  $OR^3$ ,  $CH_2OR^3$ , F, Cl,  $CH_3$ ,  $CH_2CH_3$ ,  $NR^3R^{3a}$ ,  $CH_2NR^3R^{3a}$ ,  $C(O)R^3$ ,  $C(O)OR^{3c}$ ,  $NR^3C(O)R^{3a}$ ,  $C(O)NR^3R^{3a}$ ,  $SO_2NR^3R^{3a}$ ,  $NR^3SO_2$ -phenyl,  $S(O)_2CH_3$ ,  $S(O)_2$ -phenyl, and  $CF_3$ .

6. (Currently Amended) A compound according to Claim 5, wherein the compound is selected from:

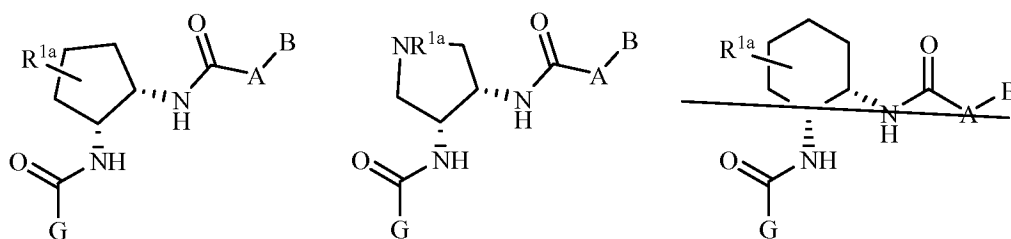


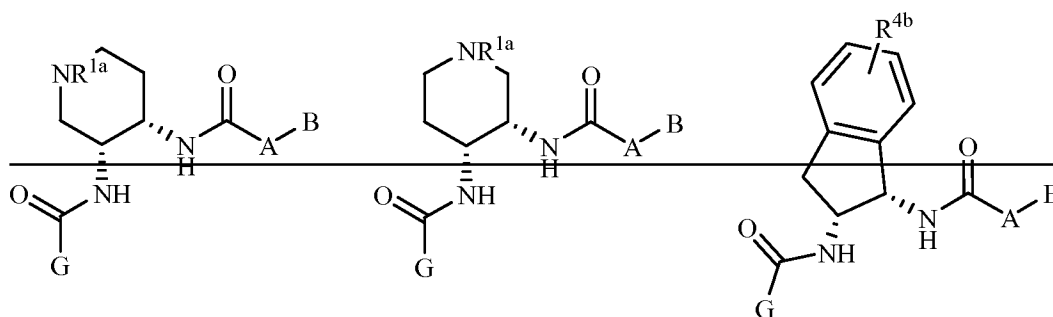


A-B is selected from:



7. (Currently Amended) A compound according to Claim 6, wherein the compound is selected from:





8. (Currently Amended) A compound according to Claim 1, wherein the compound is selected from the group:

(1*R*,2*S*)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*S*,2*R*)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1*R*,2*S*)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1*S*,2*R*)-4-methoxy-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1*S*,2*R*)-5-chloro-1H-indole-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~(1*R*,2*S*)-5-chloro-1H-indole-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1*R*,2*S*)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

(1*R*,2*S*)-*N*-(5-chloro-pyridin-2-yl)-*N'*-{2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-oxalamide;

~~(1*S*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*R*,2*R*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(1-pyrrolidin-1-ylmethyl-cyclopropyl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*S*,3*R*,4*S*)-3-[(3-chloro-1H-indole-6-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentanecarboxylic acid methyl ester;~~

(1*S*,3*R*,4*S*)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentanecarboxylic acid methyl ester;

(1*R*,2*S*,4*S*)-5-chloro-thiophene-2-carboxylic acid {4-(2-methoxy-ethylcarbamoyl)-2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(3-oxo-morpholin-4-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(3-oxo-morpholin-4-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-phenylcarbamoyl]-cyclohexyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[3-methyl-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[3-methyl-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-azepan-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-azepan-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~(1*R*,2*S*)-*N*-[2-(6-chloro-naphthalene-2-sulfonylamino)-cyclohexyl]-4-(2-oxo-2H-pyridin-1-yl)-benzamide;~~

~~(1*R*,2*S*)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-pyrrolidin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) N (5-chloro-pyridin-2-yl) N' {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-oxalamide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {2-[4-(1,1-dioxo-1,6-isothiazolidin-2-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-tetrahydro-pyrimidin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-[1,3]oxazinan-3-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) 4-chloro-phenylcarboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-1-yl}-amide;~~

~~(1R,2S) 5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-1-yl}-amide;~~

~~(1S,2R) 5-chloro-thiophene-2-carboxylic acid {1-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-2-yl}-amide;~~

~~(1S,2R) 3-chloro-1H-indole-6-carboxylic acid {1-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-2-yl}-amide;~~

~~(1S,2R) 3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-1-yl}-amide;~~

~~(1S,2R) 5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-1-yl}-amide;~~

~~(1R,2S) 3-chloro-1H-indole-6-carboxylic acid {1-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-indan-2-yl}-amide;~~

~~cis-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzenesulfonylmethyl]-cyclohexyl}-amide;~~

~~cis-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzenesulfonylmethyl]-cyclohexyl}-amide;~~

~~*cis*-N-[2-(4-chloro-benzenesulfinylmethyl)-cyclohexyl]-4-(2-oxo-2H-pyridin-1-yl)-benzamide;~~

~~*cis*-N-[2-(4-chloro-benzenesulfonylmethyl)-cyclohexyl]-4-(2-oxo-2H-pyridin-1-yl)-benzamide;~~

~~*cis*-5-chloro-thiophene-2-sulfonic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzenesulfonylmethyl]-cyclohexyl}-amide;~~

~~*cis*-1-(4-chloro-phenyl)-3-{2-[4-(2-oxo-2H-pyridin-1-yl)-benzenesulfonylmethyl]-cyclohexyl}-urea;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-cyclopropanecarbonyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~*cis*-5-chloro-thiophene-2-carboxylic acid {1-cyclopropanecarbonyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~*cis*-1H-indole-6-carboxylic acid {1-cyclopropanecarbonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

(1*R*,2*S*)-4-chloro-phenylcarboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-4-chloro-3-fluorophenylcarboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-4-chloro-3-methylphenylcarboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-4-chloro-3-methoxyphenylcarboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-5-methyl-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-6-chloro-naphthalene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;

~~(1*R*,2*S*)-6-chloro-1H-indole-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~



~~(1R,2S)-5-chloro-1H-indole-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1R,2S)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1R,2S)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

(1R,2S)-N-{2-[(5-chloro-thiophen-2-ylmethyl)-amino]-cyclopentyl}-4-(2-oxo-2H-pyridin-1-yl)-benzamide;

~~(1R,2S)-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyrazin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

(1R,2S)-5-chloro-thiophene-2-carboxylic acid {1-[4-(2-oxo-2H-pyrazin-1-yl)-benzoylamino]-indan-2-yl}-amide;

~~cis-3-chloro-1H-indole-6-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzenesulfonylamino]-cyclohexyl}-amide;~~

(1R,2S,4S)-5-chloro-thiophene-2-carboxylic acid {4-dimethylcarbamoyl-2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S,4S)-5-chloro-thiophene-2-carboxylic acid {4-cyclopropylcarbamoyl-2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S,4S)-5-chloro-thiophene-2-carboxylic acid {4-(morpholine-4-carbonyl)-2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~cis-3-chloro-1H-indole-6-carboxylic acid {1-methyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~cis-3-chloro-1H-indole-6-carboxylic acid {1-isopropyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~(1R,2S)-6-chloro-benzo[b]thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~(1R,2S)-6-chloro-benzo[b]thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

(1R,2S)-5-chloro-thiophene-2-carboxylic acid {2-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1*R*,2*S*)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyrazin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1*R*,2*S*)-6-chloro-benzo[*b*]thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyrazin-1-yl)-benzoylamino]-cyclohexyl}-amide;~~

~~(1*S*,2*R*)-2-oxo-2H-[1,2']bipyridinyl-5'-carboxylic acid {2-[(5-chloro-thiophene-2-carbonyl)-amino]-cyclopentyl}-amide;~~

(1*R*,2*S*)-5-chloro-thiophene-2-carboxylic acid {2-[3-methyl-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(3*R*,4*S*)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid 9H-fluoren-9-yl methyl ester;~~

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

~~(3*R*,4*S*)-3-[(3-chloro-1H-indole-6-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid 9H-fluoren-9-ylmethyl ester;~~

~~(3*R*,4*S*)-3-chloro-1H-indole-6-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;~~

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {1-acetyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

~~(3*R*,4*S*)-3-chloro-1H-indole-5-carboxylic acid {1-acetyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;~~

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {1-cyclopropanecarbonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {1-(2,2-dimethyl-propionyl)-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-1-propionyl-pyrrolidin-3-yl}-amide;

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {1-(2-methoxy-acetyl)-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3*R*,4*S*)-5-chloro-thiophene-2-carboxylic acid {1-isobutyryl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-benzoyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-methanesulfonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-ethanesulfonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid [4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-1-(propane-2-sulfonyl)-pyrrolidin-3-yl]-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid [4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-1-(pyrrolidine-1-carbonyl)-pyrrolidin-3-yl]-amide;

**(3R,4S)-3-[(3-chloro-1H-indole-5-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid ethyl ester;**

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid methyl ester;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid ethyl ester;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid 2-methoxy-ethyl ester;

(1S,3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentanecarboxylic acid;

(1R,2S,4S)-5-chloro-thiophene-2-carboxylic acid {4-hydroxymethyl-2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1S,2R)-5-chloro-thiophene-2-carboxylic acid {1-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-indan-2-yl}-amide;

(3S,4R)-5-chloro-thiophene-2-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-tetrahydro-furan-3-yl}-amide;

(3S,R4)-3-chloro-1H-indole-6-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-tetrahydro-furan-3-yl}-amide;

(1R,2S)-6-chloro-naphthalene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1R,2S)-5-chloro-3a,7a-dihydro-benzo[b]thiophene-2-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1R,2S)-3-chloro-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-2-chloro-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-3,4-dichloro-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-4-chloro-2-fluoro-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-2,4-dichloro-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-4-chloro-2-methyl-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-4-methoxy-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-3-methoxy-phenyl-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;

~~(1R,2S)-2-chloro-thiazole-5-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

(1R,2S)-N-{2-[3-(4-chloro-phenyl)-ureido]-cyclopentyl}-4-(2-oxo-2H-pyridin-1-yl)-benzamide;

~~(1S,2R)-[2,2']bithiophenyl-5-carboxylic acid {2-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-cyclopentyl}-amide;~~

~~cis-3-[(3-chloro-1H-indole-6-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidine-1-carboxylic acid *tert*-butyl ester;~~

~~cis-3-chloro-1H-indole-6-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

cis-5-chloro-thiophene-2-carboxylic acid {1-cyclopropanecarbonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-methanesulfonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-acetyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

~~*cis*-3-[(3-chloro-1H-indole-6-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidine-1-carboxylic acid ethyl ester;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-dimethylcarbamoyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-cyclopropanecarbonyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-3-yl}-amide;~~

~~*cis*-4-[(3-chloro-1H-indole-6-carbonyl)-amino]-3-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-piperidine-1-carboxylic acid *tert*-butyl ester;~~

~~*cis*-4-[(3-chloro-1H-indole-6-carbonyl)-amino]-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidine-1-carboxylic acid *tert*-butyl ester;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-methanesulfonyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-acetyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~*cis*-3-chloro-1H-indole-6-carboxylic acid {1-dimethylcarbamoyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-amide;~~

~~*cis*-{1-cyclopropanecarbonyl-3-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-piperidin-4-yl}-carbamic acid benzyl ester;~~

~~(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N-methyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide; and~~

~~(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N,N-dimethyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;~~

or a pharmaceutically acceptable salt form thereof.

9. (Currently Amended) A compound according to Claim 1, wherein the compound is selected from: ~~Examples 128-429 of Table 1~~

(1R,2S)-5-chloro-thiophene-2-carboxylic acid {2-[4-(2-oxo-pyrrolidin-1-yl)-benzoylamino]-cyclopentyl}-amide;

(1R,2S)-5-chloro-thiophene-2-carboxylic acid {2-[2-fluoro-4-(2-oxo-pyrrolidin-1-yl)-benzoylamino]-cyclopentyl}-amide;

5-chloro-N-((1R,2S,4S)-2-(3-chloro-4-(2-oxopyridin-1(2H)-yl)benzamido)-4-(hydroxymethyl)cyclopentyl)thiophene-2-carboxamide;

5-chloro-N-((1R,2S,4S)-4-(hydroxymethyl)-2-(4-(2-oxopyrrolidin-1-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;

5-chloro-N-((1R,2S,4S)-4-(hydroxymethyl)-2-(4-(2-oxopiperidin-1-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-cyclopropanecarbonyl-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-cyclopropanecarbonyl-4-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

5-chloro-N-((3R,4S)-1-(2-(methylamino)-2-oxoethyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-4-[2-fluoro-4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-tetrahydro-furan-3-yl}-amide;

methyl 2-((3R,4S)-3-(2-chlorothiophene-5-carboxamido)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-1-yl)acetate;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid methyl ester;

N-((3R,4S)-1-(2-amino-2-oxoethyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)-5-chlorothiophene-2-carboxamide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-acetyl-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {1-methanesulfonyl-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid dimethylamide;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidine-1-carboxylic acid dimethylamide;

(3R,4S)-5-chloro-thiophene-2-carboxylic acid {4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-tetrahydro-furan-3-yl}-amide;

(3S,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-2-oxo-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3S,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-2-oxo-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3S,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-2-oxo-4-[4-(2-oxo-2H-pyridin-1-yl)-benzylamino]-pyrrolidin-3-yl}-amide;

(3S,4S)-5-chloro-thiophene-2-carboxylic acid {1-methyl-2-oxo-4-[4-(2-oxo-piperidin-1-yl)-benzylamino]-pyrrolidin-3-yl}-amide;

(3R,4R)-5-chloro-thiophene-2-carboxylic acid {1-methyl-5-oxo-4-[4-(2-oxo-2H-pyridin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4R)-5-chloro-thiophene-2-carboxylic acid {1-methyl-5-oxo-4-[4-(2-oxo-piperidin-1-yl)-benzoylamino]-pyrrolidin-3-yl}-amide;

(3R,4R)-5-chloro-thiophene-2-carboxylic acid {1-methyl-5-oxo-4-[4-(2-oxo-2H-pyridin-1-yl)-benzylamino]-pyrrolidin-3-yl}-amide;

(3R,4R)-5-chloro-thiophene-2-carboxylic acid {1-methyl-5-oxo-4-[4-(2-oxo-piperidin-1-yl)-benzylamino]-pyrrolidin-3-yl}-amide;

(3R,4S)-3-[(5-chloro-thiophene-2-carbonyl)-amino]-4-[4-(2-oxo-2H-pyridin-1-yl)-phenylcarbamoyl]-pyrrolidine-1-carboxylic acid methyl ester;

(3R,4S)-1-acetyl-4-[(5-chloro-thiophene-2-carbonyl)-amino]-pyrrolidine-3-carboxylic acid [4-(2-oxo-2H-pyridin-1-yl)-phenyl]-amide;

(3R,4S)-4-[(5-chloro-thiophene-2-carbonyl)-amino]-1-methanesulfonyl-pyrrolidine-3-carboxylic acid [4-(2-oxo-2H-pyridin-1-yl)-phenyl]-amide;

(3R,4S)-4-[(5-chloro-thiophene-2-carbonyl)-amino]-pyrrolidine-1,3-dicarboxylic acid 1-dimethylamide 3-{[4-(2-oxo-2H-pyridin-1-yl)-phenyl]-amide};

(3R,4S)-4-[(5-chloro-thiophene-2-carbonyl)-amino]-tetrahydro-furan-3-carboxylic acid [4-(2-oxo-2H-pyridin-1-yl)-phenyl]-amide;

N-{2-[2-(5-chloro-thiophen-2-yl)-2-oxo-ethyl]-cyclopentyl}-4-(2-oxo-2H-pyridin-1-yl)-benzamide;

5-chloro-thiophene-2-carboxylic acid (2-{2-oxo-2-[4-(2-oxo-2H-pyridin-1-yl)-phenyl]-ethyl}-cyclopentyl)-amide;

5-chloro-thiophene-2-carboxylic acid (1-methanesulfonyl-4-{2-oxo-2-[4-(2-oxo-2H-pyridin-1-yl)-phenyl]-ethyl}-pyrrolidin-3-yl)-amide;

N-{4-[2-(5-chloro-thiophen-2-yl)-2-oxo-ethyl]-1-methanesulfonyl-pyrrolidin-3-yl}-4-(2-oxo-2H-pyridin-1-yl)-benzamide;

5-chloro-N-((3R,4S)-4-(4-(2-oxopiperidin-1-yl)benzamido)-1-propionylpyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(3-methylbutanoyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(3-methylbutanoyl)-4-(4-(2-oxopiperidin-1-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(2-cyclopropylacetyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(2-cyclobutylacetyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;



5-chloro-N-((3R,4S)-1-(2-cyclopentylacetyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

(3R,4S)-ethyl 3-(2-chlorothiophene-5-carboxamido)-4-(4-(2-oxopiperidin-1-yl)benzamido)pyrrolidine-1-carboxylate;

5-chloro-N-((3R,4S)-1-isopropyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-isopropyl-4-(4-(2-oxopiperidin-1-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(2-hydroxyethyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(2-methoxyethyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;

(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N-methyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;

(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N-cyclopropyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;

(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N-cyclopentyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;

(3R,4S)-3-(2-chlorothiophene-5-carboxamido)-N-cyclopropyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxamide;

(3R,4S)-isobutyl 3-(2-chlorothiophene-5-carboxamido)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidine-1-carboxylate;

5-chloro-N-((3R,4S)-1-cyclopropyl-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

5-chloro-N-((3R,4S)-1-(2-hydroxypropan-2-yl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;

**5-chloro-N-((3R,4S)-1-(1-(hydroxymethyl)cyclopropyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((3R,4S)-1-(methylsulfonyl)-4-(4-(2-oxopiperidin-1-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((3R,4S)-1-(ethylsulfonyl)-4-(4-(2-oxopiperidin-1-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((3R,4S)-1-(ethylsulfonyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((3R,4S)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)-1-(phenylsulfonyl)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((3R,4S)-1-(2-hydroxyethylsulfonyl)-4-(4-(2-oxopyridin-1(2H)-yl)benzamido)pyrrolidin-3-yl)thiophene-2-carboxamide;**

**5-chloro-N-((1R,2S,4S)-4-(methoxymethyl)-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;**

**5-chloro-N-((1R,2S,4S)-4-(ethoxymethyl)-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;**

**5-chloro-N-((1R,2S,4S)-4-hydroxy-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;**

**5-chloro-N-((1R,2S,4S)-4-methoxy-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;**

**5-chloro-N-((1R,2S,4S)-4-ethoxy-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide; and**

**5-chloro-N-((1R,2S,4S)-4-((methylamino)methyl)-2-(4-(2-oxopyridin-1(2H)-yl)benzamido)cyclopentyl)thiophene-2-carboxamide;**

**or a pharmaceutically acceptable salt form thereof.**

10. (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

11. (Withdrawn) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

12. (Withdrawn) A method according to Claim 11, wherein the thromboembolic disorder is selected from the group consisting of arterial cardiovascular thromboembolic disorders, venous cardiovascular thromboembolic disorders, and thromboembolic disorders in the chambers of the heart.

13. (Withdrawn) A method according to Claim 11, wherein the thromboembolic disorder is selected from unstable angina, an acute coronary syndrome, first myocardial infarction, recurrent myocardial infarction, ischemic sudden death, transient ischemic attack, stroke, atherosclerosis, peripheral occlusive arterial disease, venous thrombosis, deep vein thrombosis, thrombophlebitis, arterial embolism, coronary arterial thrombosis, cerebral arterial thrombosis, cerebral embolism, kidney embolism, pulmonary embolism, and thrombosis resulting from (a) prosthetic valves or other implants, (b) indwelling catheters, (c) stents, (d) cardiopulmonary bypass, (e) hemodialysis, or (f) other procedures in which blood is exposed to an artificial surface that promotes thrombosis.

14. (Canceled)

15. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof.

16. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof.

17. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof.

18. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

19. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6 or a pharmaceutically acceptable salt form thereof.

20. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7 or a pharmaceutically acceptable salt form thereof.

21. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 8 or a pharmaceutically acceptable salt form thereof.

22. (New) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 9 or a pharmaceutically acceptable salt form thereof.